

NEUSTAR INC
Form 4
July 07, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MIDOCEAN CAPITAL
INVESTORS LP

(Last) (First) (Middle)

320 PARK AVENUE, 17TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 07/05/2005 | | S | | 4,208,481 | D | \$ 22 |
| | | | | | 1,220,546 | I | |
| Class A Common Stock | | | | | 2,827,041 | I | |

By
NeuStar,
Inc.
Voting
Trust

See
footnotes
(1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MIDOCEAN CAPITAL INVESTORS LP 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022 | | X | | |
| MIDOCEAN CAPITAL PARTNERS LP 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022 | | X | | |
| VIRTUE J EDWARD 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022 | | X | | |
| ULTRAMAR CAPITAL LTD C/O MIDOCEAN PARTNERS 320 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022 | | X | | |
| EXISTING FUND GP LTD C/O MIDOCEAN PARTNERS 320 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022 | | X | | |
| MIDOCEAN PARTNERS, LP 320 PARK AVENUE | | X | | |

17TH FLOOR
NEW YORK, NY 10022

MIDOCEAN ASSOCIATES SPC
C/O MIDOCEAN PARTNERS
320 PARK AVENUE, 17TH FLOOR
NEW YORK, NY 10022

X

Signatures

| | |
|---|------------|
| /s/ MidOcean Capital Investors, L.P., by MidOcean Capital Partners, L.P., by Existing Fund GP Ltd., its general partner, by J. Edward Virtue, Managing Director | 07/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ MidOcean Capital Partners, L.P. by Existing Fund GP Ltd., its general partner, by J. Edward Virtue, Managing Director | 07/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ J. Edward Virtue | 07/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Ultramar Capital Ltd., by J. Edward Virtue, Chief Executive Officer | 07/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Existing Fund GP Ltd., by J. Edward Virtue, Managing Director | 07/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ MidOcean Partners, LP by MidOcean Associates, SPC, its general partner, by J. Edward Virtue, Chief Executive Officer | 07/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ MidOcean Associates, SPC, by J. Edward Virtue, Managing Director | 07/05/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

MidOcean Capital Investors, L.P., is the direct owner of the reported securities (the "Shares"). This Form 4 is being filed jointly by Ultramar Capital Ltd., a Cayman Islands exempted company ("Ultramar"), J. Edward Virtue ("Virtue"), MidOcean Associates, SPC, a Cayman Islands exempted company registered as a segregated portfolio company ("Associates"), MidOcean Partners, L.P., a Cayman limited partnership ("MidOcean"), Existing Fund GP, Ltd., a Cayman Islands exempted company ("Existing Fund"), MidOcean Capital Partners, L.P., a Delaware limited partnership ("MOCP"), and MidOcean Capital Investors, L.P., a Delaware limited partnership ("MCILP").

MOCP, Existing Fund, MidOcean and Associates may all be deemed to be beneficial owners of the Shares as a result of their direct or indirect control relationship with MCILP. MOCP is the general partner of MCILP. Existing Fund is the general partner of MOCP.
- (1) MidOcean is the sole owner of Existing Fund and a limited partner in MOCP, and Associates is the general partner of MidOcean. Ultramar is the sole owner of Associates. J. Edward Virtue may be deemed the beneficial owner of the Shares because he indirectly controls the Shares, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.