

NEUSTAR INC  
Form 4  
March 02, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hook Lisa

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, VA 20166

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/29/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President and CEO

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 02/29/2016                              | 02/29/2016                                                  | M                                       | 92,949 A                                                                | \$ 0                                                                                                               | 380,234                                                              | D                                                                 |
| Class A<br>Common<br>Stock            | 02/29/2016                              | 02/29/2016                                                  | F                                       | 38,993 D                                                                | \$<br>24.87<br>(1)                                                                                                 | 341,241                                                              | D                                                                 |
| Class A<br>Common<br>Stock            | 02/29/2016                              | 02/29/2016                                                  | M                                       | 68,982<br>(2)                                                           | A \$ 0                                                                                                             | 410,223 (3)                                                          | D                                                                 |
| Class A<br>Common                     | 03/01/2016                              | 03/01/2016                                                  | M                                       | 13,176 A                                                                | \$ 0                                                                                                               | 423,399 (3)                                                          | D                                                                 |

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Stock

|         |            |            |   |       |   |            |         |                |   |
|---------|------------|------------|---|-------|---|------------|---------|----------------|---|
| Class A |            |            |   |       |   | \$         |         |                |   |
| Common  | 03/01/2016 | 03/01/2016 | F | 5,528 | D | 25.43      | 417,871 | <sup>(3)</sup> | D |
| Stock   |            |            |   |       |   | <u>(4)</u> |         |                |   |

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Performance Stock Units                    | \$ 0                                                   | 02/29/2016                           | 02/29/2016                                         | M                              | 92,949<br><u>(5)</u>                                                                    | <u>(6)</u> <u>(7)</u>                                    | Class A Common Stock 92,949                                   |
| Performance Stock Units                    | \$ 0                                                   | 02/29/2016                           | 02/29/2016                                         | M                              | 68,982<br><u>(8)</u>                                                                    | <u>(2)</u> <u>(7)</u>                                    | Class A Common Stock 68,982                                   |
| Restricted Stock Units                     | \$ 0                                                   | 03/01/2016                           | 03/01/2016                                         | M                              | 13,176                                                                                  | <u>(9)</u> <u>(10)</u>                                   | Class A Common Stock 13,176                                   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|----------------------------------------------------------|----------------------------------|
|                                                          | Director 10% Owner Officer Other |
| Hook Lisa<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 | X President and CEO              |

## Signatures

/s/ Paul S. Lalljie, by Power of Attorney  
03/02/2016

\_\_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).
- (1) The price is equal to the closing price of the Class A Common Stock on February 29, 2016.
- (2) The shares are subject to vesting based on continued employment through March 1, 2018.
- (3) Includes shares that are subject to performance-vested restricted unit agreements under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.
- (4) The price is equal to the closing price of the Class A Common Stock on March 1, 2016.  
The shares represent the fourth tranche of the performance-vested restricted stock units granted on February 29, 2012. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals for the 2015 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of performance stock units granted.
- (5) Immediately.  
If the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) other than "for cause" or "without good reason", these performance stock units, and any other performance stock units earned by the Reporting Person as a result of the achievement of performance goals which have not yet vested as of the date of Termination but would have vested at any time during the twelve (12) months following such Termination, shall immediately vest, and any remaining portion of any unvested award shall be immediately forfeited.  
The shares represent the first tranche of the performance-vested restricted stock units granted on April 13, 2015 and remain subject to vesting based on continued employment through March 1, 2018. Each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals set forth in the Performance-Vested Restricted Stock Unit Agreement. The number of shares of Class A Common Stock, together with the Dividend Equivalents (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (6) One-third of the restricted stock units vest on each of March 1, 2016, 2017 and 2018.  
Upon the Reporting Person's Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by reason of death or Disability (as defined in the Plan), other than by the Issuer for Cause (as defined by the Plan) or by the Reporting Person without Good Reason (as defined in the Restricted Stock Unit Agreement), any unvested restricted stock units that would have vested during the 12 months after such separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.
- (7) (8) (9) (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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