

NEUSTAR INC
Form 4
March 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
KENNEDY LEONARD J

(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)
03/01/2017

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)
SVP, General Counsel & Sec

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 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	03/01/2017	03/01/2017	M		3,293	A	\$ 0
Class A Common Stock	03/01/2017	03/01/2017	F		1,207	D	\$ 33.3
Class A Common Stock	03/01/2017	03/01/2017	M		3,506	A	\$ 0
Class A Common	03/01/2017	03/01/2017	F		1,291	D	\$ 33.3

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Stock	<u>(2)</u>								
Class A Common Stock	03/01/2017	03/01/2017	M	12,370	A	\$ 0	66,708	<u>(1)</u>	D
Class A Common Stock	03/01/2017	03/01/2017	F	4,553	D	\$ <u>(2)</u> 33.3	62,155	<u>(1)</u>	D
Class A Common Stock	03/01/2017	03/01/2017	M	<u>(3)</u> 12,253	A	\$ 0	74,408	<u>(1)</u>	D
Class A Common Stock	03/01/2017	03/01/2017	M	<u>(4)</u> 13,046	A	\$ 0	87,454	<u>(1)</u>	D

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.

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	03/01/2017	03/01/2017	M	3,293	<u>(5)</u> <u>(6)</u>	Class A Common Stock
Restricted Stock Units	\$ 0	03/01/2017	03/01/2017	M	3,506	<u>(7)</u> <u>(8)(9)(10)</u>	Class A Common Stock
Performance Stock Units	\$ 0	03/01/2017	03/01/2017	M	12,370 <u>(11)</u>	<u>(12)</u> <u>(13)</u>	Class A Common Stock
Performance Stock Units	\$ 0	03/01/2017	03/01/2017	M	12,253 <u>(14)</u>	<u>(3)</u> <u>(13)</u>	Class A Common Stock

Performance Stock Units	\$ 0	03/01/2017	03/01/2017	M	13,046 (15)	(4)	(16)(17)(18)(19)(20)	Class A Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY LEONARD J 21575 RIDGETOP CIRCLE STERLING, VA 20166			SVP, General Counsel & Sec	

Signatures

/s/ Paul S. Lalljie, by Power of Attorney

03/03/2017

__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) Includes shares that are subject to performance-vested restricted unit agreements under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on March 1, 2017.
- (3) The shares are subject to vesting based on continued employment through March 1, 2018.
- (4) The shares are subject to vesting based on continued employment through March 1, 2019.
- (5) On April 13, 2015, 9,880 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on March 1, 2017.
- (6) 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) On April 8, 2016, 10,520 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on March 1, 2017.
- (8) Upon the Reporting Person's Termination (as defined in the Plan) (i) by reason of the Reporting Person's death or Disability or (ii) by the Company without Cause, any unvested RSUs that would have vested during the 12 months after the Reporting Person's Termination had the Reporting Person's employment with the Company not terminated shall immediately vest, and the remainder of any unvested RSUs shall immediately be forfeited without compensation.
- (9) Upon the Reporting Person's Termination due to Retirement (as defined in the Plan), a number of unvested RSUs (if any) equal to the product of (i) the number of RSUs that would have become vested on the next scheduled Vesting Date (as defined in the Plan) had the Reporting Person's employment continued through such Vesting Date and (ii) a fraction, the numerator of which is the number of days from the last Vesting Date preceding the date of such Termination (or in the case of a Termination prior to the first such Vesting Date, the number of days from the Grant Date (as defined in the Plan)) through the date of such Termination, and the denominator of which is the number of days from the last Vesting Date preceding the date of such Termination (or in the case of a Termination prior to the first such Vesting Date, the number of days from the Grant Date) through the next scheduled Vesting Date, shall immediately vest.
- (10) Following a Change in Control (as defined in the Plan) following which any portion of the Reporting Person's RSUs remains unvested, upon the Reporting Person's Termination (i) by reason of the Reporting Person's death or Disability, (ii) by the Company without Cause, (iii) by the Reporting Person with Good Reason, in each case, within two (2) years after such Change in Control, the Reporting Person's RSUs shall immediately vest in full upon such Termination.

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- (11) The shares represent the fourth tranche of the performance-vested restricted stock units granted on June 19, 2013. 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 2016 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.
- (12) Immediately.
- (13) If the Reporting Person experiences a Termination (as defined in the Plan) other than "for cause" or "without good reason", these PVRsUs, 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.
- (14) The shares represent the second 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.
- (15) The shares represent the first tranche of the performance-vested restricted stock units granted on April 8, 2016 and remain subject to vesting based on continued employment through March 1, 2019. 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.
- (16) Upon the Reporting Person's Termination (i) by the Company for Cause (as defined in the Plan) or (ii) by the Reporting Person (x) voluntarily and (y) other than due to the Reporting Person's Retirement (as defined in the Plan), any unvested PVRsUs shall immediately be forfeited without compensation.
- (17) Upon the Reporting Person's Termination (as defined by the Plan) by the Company without Cause (as defined by the Plan) (other than by reason of your death or Disability (as defined by the Plan)) any PVRsUs that have been earned but not yet vested that would have vested during the 12 months after the Reporting Person's Termination (as defined by the Plan) had the Reporting Person's employment with the Company not terminated shall immediately vest, and the remaining portion of the PVRsUs not yet vested shall be immediately forfeited and automatically cancelled without compensation.
- (18) Upon the Reporting Person's Termination (as defined in the Plan) by reason of the Reporting Person's death or Disability (i) prior to December 31, 2018, a pro-rata portion, determined based on days employed during the three one-year Performance Periods, of (A) any PVRsUs for any completed Performance Period(s) that have been earned but not yet vested, and (B) any PVRsUs for any Performance Period(s) that have not been completed on or prior to such Termination that would have been payable had the Target level of performance been achieved, shall immediately vest; or (ii) on or after December 31, 2018, any PVRsUs that have been earned but not yet vested shall immediately vest (without pro-ration).
- (19) In the event of a Termination (as defined in the Plan) due to Retirement (as defined in the Plan) (i) any PVRsUs that have been earned but not yet vested shall immediately vest, and (ii) any unvested PVRsUs that have not been earned as of the date of Termination with respect to the Performance Period (as defined in the Plan) in which Termination (as defined in the Plan) takes place will vest per the formula described in the Plan after the close of the Performance Period (as defined in the Plan) in which such Termination (as defined in the Plan) takes place as Awards are settled following certification of performance by the Committee (as defined in the Plan).
- (20) Following the occurrence of a Change in Control (as defined in the Plan) following which any portion issued remains unvested, upon your Termination (as defined in the Plan) (i) by reason of death or Disability (as defined in the Plan), (ii) by the Company without Cause (as defined by the Plan), (iii) by you with Good Reason (as defined by the Plan), in each case, within two (2) years after such Change in Control (as defined by the Plan), such PVRsUs shall immediately vest in full upon such Termination (as defined by the Plan).

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.