**NEUSTAR INC** Form 4 April 12, 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

### (Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \* **Edwards Steve** 

(First)

(Street)

(State)

(Middle)

(Zip)

21575 RIDGETOP CIRCLE

STERLING, VA 20166

2. Issuer Name and Ticker or Trading Symbol

**NEUSTAR INC [NSR]** 

3. Date of Earliest Transaction (Month/Day/Year) 04/08/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below) below)

SVP, Data Solutions

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

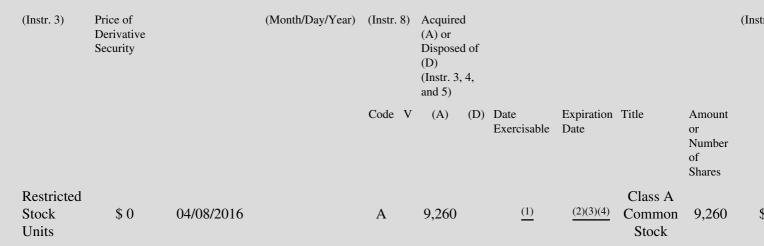
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Code Securities Security or Exercise any (Month/Day/Year) (Instr. 3 and 4) Secu

#### Edgar Filing: NEUSTAR INC - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Edwards Steve** 

21575 RIDGETOP CIRCLE SVP, Data Solutions

STERLING, VA 20166

# **Signatures**

/s/ Paul S. Lalljie, by Power of Attorney 04/12/2016

\*\*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) One-third of the restricted stock units vest on each of March 1, 2017, 2018 and 2019.
  - Upon the Reporting Person's Termination (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by death or Disability (as defined in the Plan), by the Issuer without Cause (as defined in the Plan) or by the Reporting Person with Good Reason (as
- (2) defined in the Restricted Stock Unit Agreement), any unvested restricted stock units that would have vested during the 12 month period following such separation from the Issuer shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.
  - 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
- (3) 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.
- 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.

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.

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