**NEUSTAR INC** Form 4 March 03, 2017

# 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

1. Name and Address of Reporting Person \* Skorny Henry

(First)

2. Issuer Name and Ticker or Trading Symbol

**NEUSTAR INC [NSR]** 

(Middle) 3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

21575 RIDGETOP CIRCLE

(Month/Day/Year) 03/01/2017

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

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

STERLING, CA 20166

(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative S	Securi	ties Acq	uired, Disposed (	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)				5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	03/01/2017	03/01/2017	M	3,366	A	\$ 0	3,366 <u>(1)</u>	D	
Class A Common Stock	03/01/2017	03/01/2017	F	1,265	D	\$ 33.3 (2)	2,101 (1)	D	
Class A Common Stock	03/01/2017	03/01/2017	M	10,415	A	\$ 0	12,516 (1)	D	
Class A Common	03/01/2017	03/01/2017	F	3,969	D	\$ 33.3	8,547 (1)	D	

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Stock						(2)		
Class A Common Stock	03/01/2017	03/01/2017	M	7,352	A	\$ 0	15,899 <u>(1)</u>	D
Class A Common Stock	03/01/2017	03/01/2017	F	2,763	A	\$ 33.3 (2)	13,136 (1)	D
Class A Common Stock	03/01/2017	03/01/2017	M	12,523	A	\$ 0	25,659 <u>(1)</u>	D

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Restricted Stock Units	\$ 0	03/01/2017	03/01/2017	M	3,366	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	3,366
Performance Stock Units	\$ 0	03/01/2017	03/01/2017	M	10,415	<u>(5)</u>	<u>(6)</u>	Class A Common Stock	10,415
Performance Stock Units	\$ 0	03/01/2017	03/01/2017	M	7,352	(5)	<u>(6)</u>	Class A Common Stock	7,352
Performance Stock Units	\$ 0	03/01/2017	03/01/2017	M	12,523	<u>(7)</u>	<u>(6)</u>	Class A Common Stock	12,523

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Skorny Henry

21575 RIDGETOP CIRCLE SVP, IOT

STERLING, CA 20166

## **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) On April 8, 2016, 10,100 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.
  - 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
- (4) 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 seperation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.
- (5) Immediately.
  - 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.
- (7) The shares are subject to vesting based on continued employment through March 1, 2019.

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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