

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 *
Skorny Henry

(Last) (First) (Middle)
21575 RIDGETOP CIRCLE
(Street)

STERLING, CA 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, IOT

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 | | 3,366 | A | \$ 0 |
| | | | | | | | 3,366 ⁽¹⁾ |
| Class A Common Stock | 03/01/2017 | 03/01/2017 | F | | 1,265 | D | \$ 33.3 |
| | | | | | | | 2,101 ⁽¹⁾ |
| | | | | | | | ⁽²⁾ |
| Class A Common Stock | 03/01/2017 | 03/01/2017 | M | | 10,415 | A | \$ 0 |
| | | | | | | | 12,516 ⁽¹⁾ |
| Class A Common | 03/01/2017 | 03/01/2017 | F | | 3,969 | D | \$ 33.3 |
| | | | | | | | 8,547 ⁽¹⁾ |

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| | | | | | | | | | |
|----------------------------|------------|------------|---|--------|---|-------------------|------------|---|--|
| Stock | | | | | | (2) | | | |
| Class A Common Stock | 03/01/2017 | 03/01/2017 | M | 7,352 | A | \$ 0 | 15,899 (1) | 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 (1) | 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 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 | (3) | (4) | Class A Common Stock | 3,366 |
| Performance Stock Units | \$ 0 | 03/01/2017 | 03/01/2017 | M | 10,415 | (5) | (6) | Class A Common Stock | 10,415 |
| Performance Stock Units | \$ 0 | 03/01/2017 | 03/01/2017 | M | 7,352 | (5) | (6) | Class A Common Stock | 7,352 |
| Performance Stock Units | \$ 0 | 03/01/2017 | 03/01/2017 | M | 12,523 | (7) | (6) | Class A Common Stock | 12,523 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Skorny Henry 21575 RIDGETOP CIRCLE STERLING, CA 20166 | | | SVP, IOT | |

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 separation 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
- (6) PVRSU's, 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.