

INC Research Holdings, Inc.  
Form 10-K/A  
October 19, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**

(Amendment No. 2)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2015**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-36730**

**INC RESEARCH HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

(State or other jurisdiction of incorporation or organization)

**27-3403111**

(I.R.S. Employer Identification No.)

**3201 Beechleaf Court, Suite 600**

**Raleigh, North Carolina**

(Address of principal executive offices)

**27604-1547**

(Zip Code)

Registrant's telephone number, including area code: **(919) 876-9300**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>                       | <b>Name of each exchange on which registered</b> |
|--|--|
| Class A Common Stock, par value \$0.01 per share | The NASDAQ Stock Market LLC                      |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant, based on the closing sale price of on June 30, 2015 (based on the closing sale price of \$40.12 on that date), was approximately \$718,968,173. Common stock held by each officer and director and by each person known to the registrant who owned 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 18, 2016, there were approximately 53,976,093 shares of the registrant's common stock outstanding.

Portions of the registrant's Proxy Statement for its 2016 Annual Meeting of Stockholders are incorporated by reference into Part III hereof.

### **EXPLANATORY NOTE**

INC Research Holdings, Inc. (the Company) is filing this Amendment No. 2 ( Amendment No. 2 ) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which was originally filed with the Securities and Exchange Commission on February 25, 2016 (the Original Annual Report ) and subsequently amended on March 14, 2016, for the sole purpose of including revised Exhibits 31.1 and 31.2, which replace the previously filed versions of those exhibits, to include certain statements required by Item 601(b)(31) of Regulation S-K inadvertently omitted when previously filed.

Except as described above, no changes have been made to the Original Annual Report. The Original Annual Report continues to speak as of the date of the Original Annual Report, and the Company has not updated the disclosures contained therein to reflect any events that have occurred as of a date subsequent to the date of the Original Annual Report. Accordingly, this Amendment No. 2 should be read in conjunction with the Original Annual Report and the Company's filings made with the SEC subsequent to the filing of the Original Annual Report. The filing of this Amendment No. 2 is not an admission that the Original Annual Report, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

The following documents are filed as exhibits to this Amendment No. 2:

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>   | <b>Incorporated by Reference (Unless<br/>Otherwise Indicated)</b> |                 |                |                    |
|---------------------------|--|---|-----------------|----------------|--------------------|
|                           |  | <b>Form</b>   | <b>File No.</b> | <b>Exhibit</b> | <b>Filing Date</b> |
| 31.1                      | Certification of Chief Executive Officer pursuant to<br>Section 302 of the Sarbanes-Oxley Act of 2002.                                 | -   | -               | -              | Filed herewith     |
| 31.2                      | Certification of Executive Vice President and Chief<br>Financial Officer pursuant to Section 302 of the<br>Sarbanes-Oxley Act of 2002. | -   | -               | -              | Filed herewith     |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INC Research Holdings, Inc.

By: /s/ Alistair Macdonald  
Name: Alistair Macdonald  
Title: Chief Executive Officer (Principal  
Executive Officer) and Director  
Date: October 19, 2016

**EXHIBIT INDEX**

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