

NEUSTAR INC
Form 3
June 27, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Foster Brian		(Month/Day/Year)	NEUSTAR INC [NSR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		06/16/2016		
21575 RIDGETOP CIRCLE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
STERLING,Â CAÂ 20166			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			SVP, Information Services	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	12,159	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (2)	Class A Common Stock	4,755	\$ 0	D	Â
Restricted Stock Units	Â (3)	Â (2)	Class A Common Stock	18,492	\$ 0	D	Â
Restricted Stock Units	Â (4)	Â (5)(6)(7)	Class A Common Stock	8,420	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foster Brian 21575 RIDGETOP CIRCLE STERLING, CA 20166	Â	Â	Â SVP, Information Services	Â

Signatures

/s/ Paul S. Lalljie, by power of attorney

06/27/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 June 22, 2016, 2017 and 2018.

Upon the Reporting Person's Termination (as defined in the NeuStar, Inc. Amended & Restated 2009 Stock Incentive Plan (the "Plan")), including by death or Disability (as defined in the Plan), other than by the Issuer for Cause (as defined in the Plan) or by the Reporting

(2) Person without Good Reason (as 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.

(3) One-fourth of the restricted stock units vest on each of December 22, 2015, June 28, 2016, December 28, 2016, and June 28, 2017.

(4) One-third of the restricted stock units vest on each of March 1, 2017, 2018 and 2019.

(5) 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.

(6) 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), 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.

(7) 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

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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