**NEUSTAR INC** Form 4 August 29, 2014

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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 See Instruction

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

Prince Edwar	d M Jr.		Symbol NEUSTAR INC [NSR]	Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	( Transaction of the control of the
21575 RIDGI	ETOP CIRC	LE	(Month/Day/Year) 08/27/2014	Director 10% Owner SVP, Information Services
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
STERLING,	VA 20166			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

2. Issuer Name and Ticker or Trading

	(City)	(State) (	Zip) Table	I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
į	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	n(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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 Indirect Beneficial Ownership (Instr. 4)
(	Class A Common Stock	08/27/2014		M	722	A	\$ 0	3,163 (1)	D	
(	Class A Common Stock	08/27/2014		F	272	D	\$ 28.96 (2)	2,891 (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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## 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. Transacti Code (Instr. 8)	5. Number one f 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)		8. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/27/2014		M	722	(3)	<u>(4)</u>	Class A Common Stock	722	\$ (

### **Reporting Owners**

Reporting Owner Name / Address			Keiauonsnips			
	Director	10% Owner	Officer	Other		

Prince Edward M Jr. 21575 RIDGETOP CIRCLE STERLING, VA 20166

SVP, Information Services

### **Signatures**

/s/ Paul S. Lalljie, by Power of Attorney 08/29/2014

\*\*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 a Restricted Stock Unit Award Agreement 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 August 27, 2014.
- These shares were awarded pursuant to a Restricted Stock Unit Award Agreement under the Amended and Restated NeuStar, Inc. 2009

  Stock Incentive Plan and represent the second tranche of the restricted stock units granted under the Agreement. These shares vested on August 27, 2014 and the remaining tranches will vest on August 27, 2015 and August 27, 2016, respectively, in two equal annual installments.
- Subject to certain exceptions related to a Change of Control (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive (4) Plan), any unvested restricted stock units shall be forfeited if the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan).

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.

Reporting Owners 2