

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Achanta Venkat

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

STERLING, VA 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
X Officer (give title below) ___ Other (specify below)
Chief Data & Analytics Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(D)	Price
Class A Common Stock	03/01/2017	03/01/2017	M		14,731 (1)	A	\$ 0
					24,544	(2)	D

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

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(9-02)

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

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Upon the Reporting Person's Termination (as defined in the Plan) by reason of the Reporting Person's death or Disability (i) prior to December 31, 2018, a pro-rata portion, determined based on days employed during the three one-year Performance Periods, of (A) any PVRsUs for any completed Performance Period(s) that have been earned but not yet vested, and (B) any PVRsUs for any Performance Period(s) that have not been completed on or prior to such Termination that would have been payable had the Target level of performance been achieved, shall immediately vest; or (ii) on or after December 31, 2018, any PVRsUs that have been earned but not yet vested shall immediately vest (without pro-ration).

- (7) In the event of a Termination (as defined in the Plan) due to Retirement (as defined in the Plan) (i) any PVRsUs that have been earned but not yet vested shall immediately vest, and (ii) any unvested PVRsUs that have not been earned as of the date of Termination with respect to the Performance Period (as defined in the Plan) in which Termination (as defined in the Plan) takes place will vest per the formula described in the Plan after the close of the Performance Period (as defined in the Plan) in which such Termination (as defined in the Plan) takes place as Awards are settled following certification of performance by the Committee (as defined in the Plan).

- (8) Following the occurrence of a Change in Control (as defined in the Plan) following which any portion issued remains unvested, upon your Termination (as defined in the Plan) (i) by reason of death or Disability (as defined in the Plan), (ii) by the Company without Cause (as defined by the Plan), (iii) by you with Good Reason (as defined by the Plan), in each case, within two (2) years after such Change in Control (as defined by the Plan), such PVRsUs shall immediately vest in full upon such Termination (as defined by the 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.