

INC Research Holdings, Inc.
Form 8-K
August 18, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2016

INC RESEARCH HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

3201 Beechleaf Court, Suite 600

001-36730
(Commission

File Number)

27-3403111
(IRS Employer

Identification No.)

27604-1547

Raleigh, North Carolina
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (919) 876-9300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Underwriting Agreement

On August 16, 2016, INC Research Holdings, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Credit Suisse Securities (USA) LLC (the Underwriter) and certain selling stockholders named therein (the Selling Stockholders). Pursuant to the Underwriting Agreement, the Selling Stockholders agreed to sell 4,500,000 shares of the Company's common stock, \$0.01 par value per share (the Common Stock), to the Underwriter at a price of \$43.00 per share.

The Underwriting Agreement contains customary representations, warranties, and covenants of the Company and also provides for customary indemnification by each of the Company, the Selling Stockholders, and the Underwriter against certain liabilities and customary contribution provisions in respect of those liabilities.

The sale of the Common Stock by the Selling Stockholders was made pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-208286), including a prospectus supplement dated August 16, 2016 to the prospectus contained therein dated December 1, 2015, filed by the Company with the Securities and Exchange Commission pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended. The sale of the Common Stock is expected to close on August 22, 2016.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and incorporated herein by reference.

Stock Repurchase Agreement

On August 12, 2016, the Company entered into a Stock Repurchase Agreement (the Agreement) with entities affiliated with Avista Capital Partners and Ontario Teachers' Pension Plan Board (Seller). Pursuant to the Agreement, on August 22, 2016, the Company is expected to close the repurchase of 1,500,000 shares of Common Stock from the Seller in a private transaction for an aggregate purchase price of \$64,500,000 or \$43.00 per share. The share repurchase will be made as a part of the stock repurchase program authorized by the Company's board of directors in July 2016. The Company expects to fund this private repurchase transaction with borrowings from its revolving credit facility. The description of the Agreement contained herein is qualified in its entirety by reference to the Agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Document |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated August 16, 2016, by and among INC Research Holdings Inc., certain shareholders named therein and Credit Suisse Securities (USA) LLC. |
| 5.1 | Opinion of Wyrick Robbins Yates & Ponton LLP. |
| 10.1 | Stock Repurchase Agreement, dated August 12, 2016, by and among INC Research Holdings, Inc. and certain stockholders named therein. |
| 23.1 | Consent of Wyrick Robbins Yates & Ponton LLP (included in Exhibit 5.1). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 18, 2016

INC RESEARCH HOLDINGS, INC.

By: /s/ Christopher L. Gaenzle

Name: Christopher L. Gaenzle

Title: Chief Administrative Officer and General Counsel