

NEUSTAR INC  
Form 4  
May 28, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
FRIEDMAN JOEL P

(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)  
05/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Class A Common Stock            | 08/15/2015                           |                                                    | M                              | 4,612 (1) A \$ 0                                                  | 19,720 (2)                                                                                    | D                                                        |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

## Edgar Filing: NEUSTAR INC - Form 4

| 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. Transaction Code (Instr. 8) | 5. Number of 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. Amount or Number of Shares |                 |                      |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|-----------------|----------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Date Exercisable              | Expiration Date | Title                | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0                                                   | 05/26/2015                           |                                                    | M                              |                                                                                         | 4,612                                                    | <u>(3)</u>                                                    | <u>(4)</u>                    |                 | Class A Common Stock | 4,612                      |
| Restricted Stock Units                     | \$ 0                                                   | 05/28/2015                           |                                                    | A                              |                                                                                         | 7,312                                                    | <u>(5)</u>                                                    | <u>(6)</u>                    |                 | Class A Common Stock | 7,312                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                | Director      | 10% Owner | Officer | Other |
| FRIEDMAN JOEL P<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 | X             |           |         |       |

## Signatures

/s/ Paul S. Lalljie, by Power of Attorney 05/28/2015

\*\*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) The shares of Class A Common Stock represent the number of shares of restricted stock units that were granted on May 29, 2014 and vested on May 26, 2015. The shares will be delivered to the Reporting Person on August 15, 2015.
- (2) Includes the shares of Class A Common Stock granted on May 29, 2014 and which vested on May 26, 2015. These shares will be delivered to the Reporting Person on August 15, 2015.
- (3) These restricted stock units were granted on May 29, 2014 and fully vested on May 26, 2015, the day preceding the date on which the 2015 Neustar, Inc. annual meeting was held.
- (4) These restricted stock units fully vested on May 26, 2015 and will be delivered to the Reporting Person on August 15, 2015 in accordance with the terms of the award agreement.
- (5) The restricted stock units fully vest on the earlier of May 28, 2016 or the day preceding the date in calendar year 2016 on which the NeuStar, Inc. annual meeting is held. Upon vesting, the Reporting Person shall be entitled to shares of Class A Common Stock equal to the number of vested shares of restricted stock units, including any resulting from dividend equivalents (as defined in the Restricted Stock Unit Agreement), which shall be delivered on August 15, 2016.
- (6) The restricted stock units terminate if the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) before the earlier of May 28, 2016 or the day preceding the date in calendar year 2016 on which the

## Edgar Filing: NEUSTAR INC - Form 4

NeuStar, Inc. annual meeting is held.

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.