

Edgar Filing: INC Research Holdings, Inc. - Form 8-K

INC Research Holdings, Inc.
Form 8-K
July 28, 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): July 27, 2016

INC RESEARCH HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-36730 27-3403111
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
3201 Beechleaf Court, Suite 600 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))
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Item 2.02 Results of Operations and Financial Condition

On July 28, 2016, INC Research Holdings, Inc. (the “Company”) issued a press release announcing its financial results for the three and six months ended June 30, 2016. The full text of the press release was posted on the Company’s internet website and is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information contained in, or incorporated into, Item 2.02, including the press release attached as Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

Item 8.01 Other Events

On July 28, 2016, the Company announced that its Board of Directors (the “Board”) has authorized the repurchase of up to an aggregate of \$150.0 million of the Company’s common stock, par value \$0.01 per share, from time to time in open market transactions effected through a broker dealer at prevailing market prices, in block trades, or privately negotiated transactions. The stock repurchase program will commence on August 1, 2016 and end no later than December 31, 2017. The Company intends to use proceeds from borrowings under its 2015 Credit Agreement and cash on hand to fund the stock repurchase program. The stock repurchase program does not obligate the Company to repurchase any particular amount of the Company’s common stock, and may be modified, extended, suspended or discontinued at any time. The timing and amount of repurchases will be determined by the Company’s management based on a variety of factors such as the market price of the Company’s common stock, the Company’s corporate requirements, and the overall market condition. The stock repurchase program will be subject to applicable legal requirements, including federal and state securities laws. The Company may also repurchase shares of its common stock pursuant to a trading plan meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, which would permit shares of the Company’s common stock to be repurchased when the Company might otherwise be precluded from doing so by law. More details are provided in the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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99.1	Press release dated July 28, 2016
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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.

INC RESEARCH HOLDINGS, INC.

Date: July 27, 2016 By: /s/ Gregory S. Rush

Name: Gregory S. Rush

Title: Executive Vice President and Chief Financial Officer