

NEUSTAR INC  
Form 3  
June 12, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Prince Edward M Jr.		(Month/Day/Year)	NEUSTAR INC [NSR]	
(Last)	(First)	(Middle)	05/29/2014	
21575 RIDGETOP CIRCLE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
STERLING,Â VAÂ 20166			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, Information Services	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	2,441	D	Â
Class A Common Stock	5,075 <sup>(1)</sup>	D	Â
Class A Common Stock	6,421 <sup>(2)</sup>	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Restricted Stock Units	Â (3)	Â (4)	Class A Common Stock	2,168	\$ 0	D Â
Restricted Stock Units	Â (5)	Â (6)	Class A Common Stock	4,178	\$ 0	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prince Edward M Jr. 21575 RIDGETOP CIRCLE STERLING, VA 20166	Â	Â	Â SVP, Information Services	Â

## Signatures

/s/ Paul S. Lalljie, by Power of Attorney  
Date: 06/12/2014

Signature of Reporting Person: \_\_\_\_\_ Date: \_\_\_\_\_

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares represent the first tranche of the performance-vested restricted stock units granted on August 5, 2013. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement and subsequent certification of certain revenue and adjusted net income goals for the 2013 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (2) These shares represent the first tranche of the performance-vested restricted stock units granted on September 26, 2012. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement and subsequent certification of certain revenue and adjusted net income goals for the 2013 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (3) 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 first tranche of the restricted stock units granted under the agreement. The remaining tranches of the restricted stock units will vest on September 26, 2014, 2015 and 2016 in three equal annual installments.
- (4) 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).

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- (5) 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 first tranche of the restricted stock units granted under the agreement. The remaining tranches of the restricted stock units will vest on January 1, 2015, 2016 and 2017 in three equal annual installments.

- (6) Upon the Reporting Person's termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) (the "Plan"), including by reason of death or Disability (as defined in the Plan), other than by the Company for Cause (as defined in the Plan) or by the Reporting Person without Good Reason (as defined in the Restricted Stock Unit Award Agreement), any unvested restricted stock units that would have vested during the 12 months after such separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.

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.