

INC Research Holdings, Inc.
Form SC 13D
August 10, 2017

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

INC RESEARCH HOLDINGS, INC.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

45329R109
(CUSIP Number)

Richard Terranova, Director of Portfolio Administration
c/o Advent International Corporation
75 State Street, 29th Floor
Boston, MA 02109
617-951-9400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 1, 2017
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 13D
45329R109

1 Names of Reporting Persons
Advent International Corporation

2 Check the Appropriate Box if a Member of a Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power
22,413,317

8 Number of Shares Beneficially Owned by Each Reporting Person With:

9 Shared Voting Power
0

10 Sole Dispositive Power
22,413,317

11 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
22,413,317

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class
Represented by
Amount in Row (11)
21.65% (1)

14 Type of Reporting
Person
CO, IA

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

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CUSIP No. 13D
45329R109

1 Names of Reporting
Persons
Double Eagle Investor
Holdings, L.P.

2 Check the Appropriate
Box if a Member of a
Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if
Disclosure of Legal
Proceedings Is
Required Pursuant to
Item 2(d) or 2(e):

6 Citizenship or Place of
Organization
DELAWARE

	7	Sole Voting Power 22,030,317
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 0
	9	Sole Dispositive Power 22,030,317
	10	Shared Dispositive Power 0

11 Aggregate Amount
Beneficially Owned by
Each Reporting Person
22,030,317

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain

	Shares
	Percent of Class
13	Represented by
	Amount in Row (11)
	21.28% (1)
	Type of Reporting
14	Person
	PN

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

3

CUSIP No. 13D
45329R109

1 Names of Reporting
Persons
Advent International
GPE VIII-C Limited
Partnership

2 Check the Appropriate
Box if a Member of a
Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if
Disclosure of Legal
Proceedings Is
Required Pursuant to
Item 2(d) or 2(e):

6 Citizenship or Place of
Organization
DELAWARE

7 Sole Voting
Power
383,000
Number
of
Shares 8
Beneficially
Owned
by
Each
Reporting
Person
With:

10 Shared
Dispositive
Power
0

11 Aggregate Amount
Beneficially Owned by
Each Reporting Person
383,000

12 Check if the Aggregate
Amount in Row (11)

Excludes Certain
Shares

13 Percent of Class
Represented by
Amount in Row (11)
0.37% (1)

14 Type of Reporting
Person
PN

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

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CUSIP No. 13D
45329R109

1 Names of Reporting
Persons
Double Eagle GP, LLC

2 Check the Appropriate
Box if a Member of a
Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if
Disclosure of Legal
Proceedings Is
Required Pursuant to
Item 2(d) or 2(e):

6 Citizenship or Place of
Organization
DELAWARE

	7	Sole Voting Power
Number		22,030,317
of		Shared
Shares	8	Voting
Beneficially		Power
Owned		0
by		Sole
Each		Dispositive
Reporting	9	Power
Person		22,030,317
With:		Shared
	10	Dispositive
		Power
		0

11 Aggregate Amount
Beneficially Owned by
Each Reporting Person
22,030,317

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain
Shares

13 Percent of Class
Represented by
Amount in Row (11)
21.28% (1)

14 Type of Reporting
Person
OO

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

5

CUSIP No. 13D
45329R109

- 1 Names of Reporting Persons
Advent International
GPE VIII, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) (b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
- 6 Citizenship or Place of Organization
DELAWARE
- 7 Sole Voting Power
12,594,359
- 8 Number of Shares Beneficially Owned by Each Reporting Person With:
- 9 Shared Voting Power
0
- 10 Sole Dispositive Power
12,594,359
- 11 Shared Dispositive Power
0
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
12,594,359
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain

	Shares
	Percent of Class
13	Represented by
	Amount in Row (11)
	12.17% (1)
	Type of Reporting
14	Person
	OO

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

6

CUSIP No. 13D
45329R109

- 1 Names of Reporting Persons
GPE VIII GP
(Delaware) Limited Partnership
- 2 Check the Appropriate Box if a Member of a Group
(a) (b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
- 6 Citizenship or Place of Organization
DELAWARE
- 7 Sole Voting Power
8,743,059
- Number of Shares Beneficially Owned by Each Reporting Person With:
- 8 Shared Voting Power
0
- 9 Sole Dispositive Power
8,743,059
- 10 Shared Dispositive Power
0
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,743,059
- 12 Check if the Aggregate Amount in Row (11)

Excludes Certain
Shares
Percent of Class
13 Represented by
Amount in Row (11)
8.45% (1)
Type of Reporting
14 Person
PN

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

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CUSIP No. 13D
45329R109

1 Names of Reporting
Persons
GPE VIII GP Limited
Partnership

2 Check the Appropriate
Box if a Member of a
Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if
Disclosure of Legal
Proceedings Is
Required Pursuant to
Item 2(d) or 2(e):

6 Citizenship or Place of
Organization
Cayman Islands

	7	Sole Voting Power 3,324,431
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 0
	9	Sole Dispositive Power 3,324,431
	10	Shared Dispositive Power 0

11 Aggregate Amount
Beneficially Owned by
Each Reporting Person
3,324,431

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain

	Shares
	Percent of Class
13	Represented by
	Amount in Row (11)
	3.21% (1)
	Type of Reporting
14	Person
	PN

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

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CUSIP No. 13D
45329R109

- 1 Names of Reporting Persons
AP GPE VIII GP
Limited Partnership
- 2 Check the Appropriate Box if a Member of a Group
(a) (b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|--|----|--------------------------|
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | | 526,869 |
| | 8 | Shared Voting Power |
| | | 0 |
| | 9 | Sole Dispositive Power |
| | | 526,869 |
| | 10 | Shared Dispositive Power |
| | | 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
526,869
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain

	Shares
	Percent of Class
13	Represented by
	Amount in Row (11)
	0.51% (1)
	Type of Reporting
14	Person
	PN

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

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CUSIP No. 45329R109 13D

1 Names of Reporting Persons
Advent International
GPE VII, LLC

2 Check the Appropriate Box if a Member of a Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power
9,818,958

8 Number of Shares Beneficially Owned by Each Reporting Person With:

9 Shared Voting Power
0

10 Sole Dispositive Power
9,818,958

11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,818,958

12 Check if the Aggregate Amount in Row (11)

Excludes Certain
Shares

13 Percent of Class
Represented by
Amount in Row (11)
9.48% (1)

14 Type of Reporting
Person
OO

(1) The percent of class was calculated based on 103,526,171 shares of common stock outstanding as of August 1, 2017, as disclosed to the Reporting Persons by the Issuer.

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CUSIP No. 13D
45329R109

1 Names of Reporting
Persons
GPE VII GP
(Delaware) Limited
Partnership

2 Check the Appropriate
Box if a Member of a
Group
(a) (b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if
Disclosure of Legal
Proceedings Is
Required Pursuant to
Item 2(d) or 2(e):

6 Citizenship or Place of
Organization
DELAWARE

	7	Sole Voting Power
Number		6,201,000
of		Shared
Shares	8	Voting
Beneficially		Power
Owned		0
by		Sole
Each		Dispositive
Reporting	9	Power
Person		6,201,000
With:		Shared
	10	Dispositive
		Power
		0

11 Aggregate Amount
Beneficially Owned by
Each Reporting Person
6,201,000

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