

NEUSTAR INC
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
LANDY JOSEPH

(Last) (First) (Middle)

**C/O WARBURG PINCUS LLC, 466
LEXINGTON AVE**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Class A Common Stock | 05/08/2006 | | J ⁽³⁾ | 4,999,993 D | \$ 0 ₍₄₎ 654,087 | I ⁽¹⁾ ₍₂₎ | See Footnote <u>(1)</u> <u>(2)</u> |
| Class A Common Stock | | | | | 1,747,907 | I ⁽¹⁾ ₍₂₎ | By NeuStar, Inc. Voting Trust ⁽¹⁾ ₍₂₎ |
| Class A Common Stock | 05/08/2006 | | J ⁽³⁾ | 26,638 A | \$ 0 ₍₄₎ 26,638 | D ₍₅₎ | |

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

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SEC 1474
(9-02)

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

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LANDY JOSEPH C/O WARBURG PINCUS LLC 466 LEXINGTON AVE NEW YORK, NY 10017 | X | | | |

Signatures

By: /s/ Scott A. Arenare,
Attorney-in-Fact 05/10/2006

__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).
- The stockholders are Warburg Pincus Equity Partners, L.P., a Delaware limited partnership, including two affiliated partnerships ("WPEP"). Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), which is a subsidiary of Warburg Pincus & Co., a New York general partnership ("WP") is the sole general partner of WPEP. Warburg Pincus LLC, a New York limited liability company, ("WP LLC," and together with WPEP, WP Partners and WP, the "Warburg Pincus Entities") manages WPEP. The address of each Warburg Pincus Entity is 466 Lexington Avenue, New York, NY 10017.
- (2) Joseph Landy is a director of NeuStar, Inc., a Managing General Partner of WP and a Managing Member and Co-President of WP LLC. Mr. Landy's business address is c/o Warburg Pincus, 466 Lexington Avenue, New York, NY 10017. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, Joseph Landy may be deemed to be the beneficial owner of the shares of

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Class A Common Stock. Joseph Landy disclaims beneficial ownership of all shares of Class A Common Stock, except as discussed in note (5) below. Each of WP Partners, WP LLC and WP disclaims beneficial ownership of all shares of Class A Common Stock owned by any of the Warburg Pincus Entities, except to the extent of any indirect pecuniary interest therein.

- (3) On May 8, 2006, WPEP distributed an aggregate of 4,999,993 shares of Common Stock to its partners. WP Partners received 500,000 shares of Common Stock from WPEP, which it immediately distributed to its sole member, WP. WP immediately distributed the 500,000 shares of Common Stock to its partners.
- (4) Price not applicable
- (5) As a result of the May 8, 2006 distribution, Joseph Landy received 26,638 shares of Common Stock.

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.