

NEUSTAR INC  
Form 8-K  
June 02, 2014

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) May 28, 2014

NeuStar, Inc.  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>Of incorporation) | 001-32548<br>(Commission<br>File Number) | 52-2141938<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 21575 Ridgetop Circle<br>Sterling, Virginia<br>(Address of principal executive offices)<br>(571) 434-5400<br>(Registrant's telephone number, including area code.)<br>N/A<br>(Former name and former address, if changed since last report.) | 20166<br>(Zip Code) |
|--|---------------------|

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 (see General Instruction A.2. below):

- 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 5.07. Submission of Matters to a Vote of Security Holders.

The NeuStar, Inc., (the “Company”) Annual Meeting of Stockholders was held on May 28, 2014. Stockholders approved each of the proposals presented for a vote. The tables below set forth the number of votes cast for and against, and the number of abstentions and broker non-votes, for each matter voted upon by the Company’s stockholders.

## 1. Election of Class III directors:

| Name of Nominee  | For        | Against | Abstentions | Broker Non-Votes |
|------------------|------------|---------|-------------|------------------|
| James G. Cullen  | 52,945,468 | 307,060 | 91,027      | 3,270,457        |
| Joel P. Friedman | 53,145,939 | 106,589 | 91,027      | 3,270,457        |
| Mark N. Greene   | 53,132,211 | 119,838 | 91,506      | 3,270,457        |

## 2. Ratification of Ernst &amp; Young LLP as the Company’s independent registered public accounting firm for 2014:

|                |            |
|----------------|------------|
| Votes for:     | 55,825,764 |
| Votes against: | 699,769    |
| Abstentions:   | 88,479     |

## 3. Approval of advisory resolution to approve executive compensation:

|                   |            |
|-------------------|------------|
| Votes for:        | 52,994,354 |
| Votes against:    | 224,026    |
| Abstentions:      | 125,175    |
| Broker non-votes: | 3,270,457  |

## 4. Approval of the Amended and Restated NeuStar, Inc. Corporate Bonus Plan (formerly the 2009 Performance Achievement Award Plan):

|                   |            |
|-------------------|------------|
| Votes for:        | 52,567,711 |
| Votes against:    | 675,672    |
| Abstentions:      | 100,172    |
| Broker non-votes: | 3,270,457  |

## 5. A stockholder proposal to declassify the Company’s Board of Directors:

|                   |            |
|-------------------|------------|
| Votes for:        | 45,983,836 |
| Votes against:    | 7,260,240  |
| Abstentions:      | 99,479     |
| Broker non-votes: | 3,270,457  |

SIGNATURES

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.

NeuStar, Inc.

Date: June 2, 2014

By: /s/ Paul S. Lalljie

Name: Paul S. Lalljie

Title: Chief Financial Officer (Principal Financial and Accounting Officer and Duly Authorized Officer)