

NEUSTAR INC
Form SC 13G/A
February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

NeuStar, Inc.

(Name of Issuer)

Class A Common Stock, \$0.001 par value

(Title of Class of Securities)

64126X 20 1

(CUSIP Number)

December 31, 2016

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 ("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. 64126X 20 1

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

I

Prescott General Partners LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
[]

J

[x] (b)

SEC USE ONLY

K

CITIZEN OR PLACE OF ORGANIZATION

L

Delaware

SOLE VOTING POWER

5 0

SHARED VOTING POWER

**NUMBER OF
SHARES** **6 2,941,045**

**BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 2,941,045

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,941,045

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

I0 **Not Applicable**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

I1 **5.4%**

TYPE OF REPORTING PERSON

I2 **OO**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

I

Prescott Investors Profit Sharing Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

[]

J

[x] (b)

SEC USE ONLY

K

CITIZEN OR PLACE OF ORGANIZATION

L

Delaware

SOLE VOTING POWER

5 97,070

SHARED VOTING POWER

**NUMBER OF
SHARES** **6 0**

**BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

SOLE DISPOSITIVE POWER

7 97,070

SHARED DISPOSITIVE POWER

8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

97,070

I0 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

I1 **0.2%**

TYPE OF REPORTING PERSON

I2 **EP**

-3-

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

I

Thomas W. Smith

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

[]

J

(b)

[x]

SEC USE ONLY

K

CITIZEN OR PLACE OF ORGANIZATION

L

United States

SOLE VOTING POWER

5 1,300,000

SHARED VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

6 170,600

SOLE DISPOSITIVE POWER

7 1,300,000

SHARED DISPOSITIVE POWER

8 170,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,470,600

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

I1 **2.7%**

TYPE OF REPORTING PERSON

I2 **IN**

-4-

Explanatory Note:

The following constitutes Amendment No. 4 (the "Amendment") to the joint filing on Schedule 13G by Thomas W. Smith, Scott J. Vassalluzzo and Steven M. Fischer originally filed with the Securities and Exchange Commission ("SEC") on April 8, 2011, as amended by Amendment No. 1 filed by Prescott General Partners LLC ("PGP"), Thomas W. Smith and Scott J. Vassalluzzo with the SEC on January 5, 2012, Amendment No. 2 filed by PGP, Thomas W. Smith and Scott J. Vassalluzzo with the SEC on February 14, 2014, and Amendment No. 3 filed by PGP, Thomas W. Smith and Scott J. Vassalluzzo with the SEC on February 13, 2015 (as amended, the "Schedule 13G"). This Amendment No. 4 modifies the Schedule 13G to reflect, among other things, (i) the addition of Prescott Investors Profit Sharing Trust ("PIPS") as a Reporting Person and (ii) the removal of Scott J. Vassalluzzo as a Reporting Person. As of December 31, 2016, Mr. Vassalluzzo no longer beneficially owned any shares of the issuer's Class A common stock. Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13G.

ITEM 1. (a) Name of Issuer:

NeuStar, Inc

Address of Issuer's

(b) Principal Executive

Offices:

21575 Ridgetop Circle

Sterling, VA 20166

ITEM 2. (a) Name of Person

Filing:

(i) PGP

(ii) PIPS

(iii) Thomas W. Smith

The joint filing of this

statement shall not be

deemed to be an

admission that the

reporting persons (the

"Reporting Persons")

comprise a "group"

within the meaning of

Section 13(d)(3) of the

Securities Exchange

Act of 1934, as

amended. The

Reporting Persons

each disclaim

beneficial ownership

of the shares reported

in this statement in

excess of those shares
as to which they have
or share voting or
investment authority.

(b) Address of Principal
Business Office:

The following is the
address of the
principal business
office of each of the

Reporting Persons:

2200 Butts Road,

Suite 320

Boca Raton,

FL 33431

(c) Citizenship:

PGP is a Delaware limited liability company. PIPS is an employee profit-sharing plan organized under the laws of the State of Delaware. Thomas W. Smith is a United States citizen.

(d) Title of Class of Securities:

Class A Common Stock, \$0.001 par value

(e) CUSIP Number:

64126X 20 1

ITEM
3.

If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

If this Statement is filed pursuant to Rule 13d-1(c), check this box [x]

ITEM
4.

Ownership

(a) PGP – 2,941,045 shares; PIPS – 97,070 shares; Thomas W. Smith – 1,470,600 shares.

(b) PGP – 5.4%; PIPS – 0.2%; Thomas W. Smith – 2.7%.

PGP, as the general partner of three private investment limited partnerships (the "Partnerships"), may be

(c) deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of 2,941,045 shares held by the Partnerships.

PIPS has the sole power to vote or direct the vote of and to dispose or direct the disposition of 97,070 shares.

Mr. Smith has the sole power to vote or to direct the vote of and to dispose or to direct the disposition of 1,000,000 shares held by Ridgeview Smith Investments LLC, a limited liability company established by Mr. Smith and of which he is the sole member, as well as 300,000 shares held by a private charitable foundation established by Mr. Smith and for which Mr. Smith acts as trustee (the "Foundation").

In his capacity as investment manager for certain managed accounts, Mr. Smith may be deemed to have the shared power to vote or to direct the vote of and to dispose or to direct the disposition of 170,600 shares.

Voting and investment authority over investment accounts established for the benefit of certain family members and friends of Mr. Smith is subject to each beneficiary's right, if so provided, to terminate or otherwise direct the disposition of the investment account.

ITEM
5. Ownership of Five Percent or Less of a Class

As of December 31, 2016, Mr. Vassalluzzo no longer beneficially owned any shares of the issuer's Class A common stock.

ITEM
6. Ownership of More than Five Percent on Behalf of Another Person

PGP, as the general partner of the Partnerships, may be deemed to beneficially own 2,941,045 shares held by the Partnerships. Mr. Smith in the aggregate beneficially owns 470,600 shares in his capacity as investment manager for certain managed accounts, including 300,000 shares held by the Foundation. The Partnerships and the managed accounts have the right to receive dividends from, and the proceeds from the sale of, the shares held by the Partnerships and the managed accounts, respectively. Voting and investment authority over managed accounts established for the benefit of certain family members and friends of Mr. Smith is subject to each beneficiary's right, if so provided, to terminate or otherwise direct the disposition of the managed account.

ITEM
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM
8. Identification and Classification of Members of the Group

Not applicable.

ITEM
9. Notice of Dissolution of Group

Not applicable.

ITEM
10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

PRESCOTT General partners LLC

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Managing Member

PRESCOTT INVESTORS PROFIT SHARING TRUST

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Trustee

/s/ Thomas W. Smith

Thomas W. Smith

JOINT FILING AGREEMENT

The undersigned agree that the foregoing Amendment No. 4 to the statement on Schedule 13G, dated February 14, 2017, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Date: February 14, 2017

PRESCOTT General partners LLC

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Managing Member

PRESCOTT INVESTORS PROFIT SHARING TRUST

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Trustee

/s/ Thomas W. Smith

Thomas W. Smith