

NEUSTAR INC  
Form 8-K  
June 30, 2009

**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) June 24, 2009**

**NeuStar, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32548**  
(Commission  
File Number)

**52-2141938**  
(IRS Employer  
Identification No.)

**46000 Center Oak Plaza**  
**Sterling, Virginia**  
(Address of principal executive offices)

**20166**  
(Zip Code)

**(571) 434-5400**  
(Registrant's telephone number, including area code.)

**N/A**

(Former name and former address, if changed since last report.)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At the Company’s Annual Meeting of Stockholders held on June 24, 2009, the Company’s stockholders approved a new bonus plan for executives. The plan, titled the 2009 Performance Achievement Reward Plan (the PAR Plan), is intended to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended, and preserve the deductibility of awards to top executives. Under the PAR Plan, the Compensation Committee will select participants, designate performance goals and targets, and determine individual awards (which may be paid in cash or stock) for each performance period. Awards under the PAR Plan may not exceed \$2 million per executive per year, and the Compensation Committee will have discretion to reduce, but not increase, awards as set forth in the plan. A copy of the PAR Plan is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The PAR Plan is effective for calendar years beginning on or after January 1, 2009.

Also at the Annual Meeting of Stockholders on June 24, 2009, the Company’s stockholders approved a new stock incentive plan for employees, directors and consultants of the Company and related entities. The plan, titled the 2009 Stock Incentive Plan (the 2009 Plan), provides for awards of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance awards, and other stock-based awards. Certain awards under the 2009 Plan may be designated as performance-based awards consistent with Section 162(m) of the Internal Revenue Code of 1986, as amended.

The committee that administers the 2009 Plan (currently the Compensation Committee for grants to employees and consultants, and the Board of Directors for grants to non-employee directors) will have full authority to grant awards, to determine the persons to whom awards will be granted and the terms and conditions of each award, and to make other determinations in connection with the 2009 Plan. The aggregate number of shares that may be granted under the 2009 Plan is 10,950,000, less one share for every share subject to an option or stock appreciation right, and 1.5 shares for every share subject to an award other than an option or stock appreciation right, in either case granted under the 2009 Plan or after February 28, 2009 under the Company’s 1999 Equity Incentive Plan or 2005 Stock Incentive Plan (together, the Prior Plans). In general, if awards under the 2009 Plan are cancelled, forfeited, or expire or terminate without issuance, or are settled for cash, the shares covered by those awards will again be available for grant under the 2009 Plan. Further, shares underlying awards granted under the Prior Plans that remain undelivered following any expiration, cancellation or forfeiture will be available for awards under the 2009 Plan.

The 2009 Plan became effective on June 24, 2009, and no further awards will be made under the Prior Plans as of that date. A copy of the 2009 Plan is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The following materials are attached as exhibits to this Current Report on Form 8-K:

Exhibit Number	Description
99.1	NeuStar, Inc. 2009 Performance Achievement Reward Plan, incorporated by reference from Exhibit 99.1 to NeuStar’s Current Report on Form 8-K, filed February 27, 2009 (File No. 001-32548).
99.2	NeuStar, Inc. 2009 Stock Incentive Plan, incorporated by reference from Exhibit 99.1 to NeuStar’s Current Report on Form 8-K, filed April 13, 2009 (File No. 001-32548).

**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.

Date: June 30, 2009

**NEUSTAR, INC.**

By: /s/ Paul S. Lalljie

Name: Paul S. Lalljie

Title: Senior Vice President, Chief Financial Officer and  
Treasurer

**EXHIBIT INDEX**

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