

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**NEUSTAR INC**

CIK: **1265888** | IRS No.: **000000000** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-32548** | Film No.: **13524711**  
SIC: **4899** Communications services, nec

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21575 RIDGETOP CIRCLE  
STERLING VA 20166

Business Address  
21575 RIDGETOP CIRCLE  
STERLING VA 20166  
571-434-5400

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Date of Report (Date of earliest event reported) January 11, 2013**

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**NeuStar, Inc.**

(Exact name of registrant as specified in its charter)

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

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

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

**21575 Ridgetop Circle**  
**Sterling, Virginia**  
(Address of principal executive offices)

**20166**  
(Zip Code)

**(571) 434-5400**

(Registrant's telephone number, including area code.)

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

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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 8.01. Other Events.**

On January 11, 2013, NeuStar, Inc. (the “Company” or “Neustar”) announced the pricing of an offering of \$300 million aggregate principal amount of 4.5% senior notes due 2023 at a price of 100% of the principal amount, which will result in gross proceeds of \$300 million. The notes will be general unsecured senior obligations of Neustar and will be guaranteed on a senior unsecured basis by certain of Neustar’s domestic subsidiaries. A copy of the press release containing the announcement is attached hereto as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The offering is expected to close on or about January 22, 2013, subject to customary closing conditions.

The Company expects to use the net proceeds from the issuance of the notes to refinance a portion of its current debt obligations.

The notes and the related subsidiary guarantees will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent such registration or an exemption from the registration requirements of the Securities Act. The information contained in this Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering or sale would be unlawful. This report contains information about pending transactions, and there can be no assurance that these transactions will be completed.

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**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

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

Exhibit

Number

Description

99.1      Press Release, dated January 11, 2013, regarding pricing of the notes.

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**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: January 11, 2013

**NEUSTAR, INC.**

By: /s/ Paul S Lalljie

Name: Paul S Lalljie

Title: Senior Vice President and Chief Financial Officer

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## Exhibit Index

Exhibit  
Number

Description

99.1 Press Release, dated January 11, 2013, regarding pricing of the notes.

**NEUSTAR ANNOUNCES PRICING OF ITS SENIOR NOTES OFFERING**

STERLING, Va., January 11, 2013 – Neustar, Inc. (NYSE: NSR), a trusted, neutral provider of real-time information and analysis to the Internet, telecommunications, information services, financial services, retail, media and advertising sectors, announced today the pricing of an offering of \$300 million aggregate principal amount of 4.5% senior notes due 2023 at a price of 100% of the principal amount, which will result in gross proceeds of \$300 million. The notes will be general unsecured senior obligations of Neustar and will be guaranteed on a senior unsecured basis by certain of Neustar's domestic subsidiaries.

The offering is expected to close on or about January 22, 2013, subject to customary closing conditions.

The Company expects to use the net proceeds from the issuance of the notes to refinance a portion of its current debt obligations.

The notes and the related subsidiary guarantees will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") and to persons outside the United States under Regulation S of the Securities Act. The notes and related subsidiary guarantees have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase the notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

**About Neustar, Inc.**

Neustar, Inc. (NYSE: NSR) is a trusted, neutral provider of real-time information and analysis to the Internet, telecommunications, information services, financial services, retail, media and advertising sectors. Neustar applies its advanced, secure technologies in location, identification, and evaluation to help its customers promote and protect their businesses. More information is available at [www.neustar.biz](http://www.neustar.biz).

**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995**

This press release includes information that constitutes forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements about Neustar's expectations, beliefs and business results in the future. Neustar has attempted, whenever possible, to identify these forward-looking statements using words such as "may," "will," "should," "projects," "estimates," "expects," "plans," "intends," "anticipates," "believes" and variations of these words and similar expressions. Similarly, statements herein that describe Neustar's intention to offer, sell and issue its notes, subject to market and other conditions, and its intention to use the proceeds of the offering for particular purposes are also forward-looking statements. Neustar cannot assure you that its expectations will be achieved or that any deviations will not be material. Forward-looking statements are subject to many assumptions, risks and uncertainties that may cause future results to differ materially from those anticipated. These potential risks and uncertainties include, among others, the risk inherent in securities offerings, including the effects of market and other conditions, general economic conditions in the regions and industries in which Neustar operates; the uncertainty of future revenue and profitability and potential fluctuations in quarterly operating results due to such factors as disruptions to Neustar's operations, modifications to or terminations of its material contracts, its ability to successfully identify and complete acquisitions, integrate and support the operations of businesses Neustar acquires, increasing competition, market acceptance of its

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existing services, its ability to successfully develop and market new services, the uncertainty of whether new services will achieve market acceptance or result in any revenue, and business, regulatory and statutory changes in the communications industry. More information about potential factors that could affect Neustar' s business and financial results is included in its filings with the Securities and Exchange Commission, including, without limitation, Neustar' s most recent Annual Report on Form 10-K and subsequent periodic and current reports. All forward-looking statements are based on information available to Neustar on the date of this press release, and Neustar undertakes no obligation to update any of the forward-looking statements after the date of this press release.

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**Contact Info:**

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