

# Neustar Announces Preliminary Results of its Modified Dutch Auction Tender Offer

Dec 5, 2011

STERLING, Va. — NeuStar, Inc. (NYSE: NSR) (“Neustar”) announced today the preliminary

results of its modified "Dutch auction" tender offer for the purchase of up to \$250 million in

value of its Class A common stock, which expired at 12:00 midnight, New York City time, on the

night of Friday, December 2, 2011.

Based on the preliminary count by American Stock Transfer & Trust Company, LLC, the

depository for the tender offer, a total of 8,157,391 shares of Neustar's Class A common stock

were properly tendered and not properly withdrawn at or below the purchase price of \$34.50

per share, including 2,562,537 shares that were tendered through notices of guaranteed

delivery.

In accordance with the terms and conditions of the tender offer, and based on the preliminary

count by the depositary, Neustar expects to accept for purchase 7,246,376 shares of its Class A

common stock at a purchase price of \$34.50 per share, for an aggregate cost of approximately

\$250.0 million, excluding fees and expenses relating to the tender offer. The 7,246,376 shares

expected to be purchased in the tender offer represent approximately 9.9% of Neustar's

currently issued and outstanding shares of Class A common stock.

Due to the oversubscription of the tender offer, Neustar expects to accept for purchase

approximately 88.8% of the shares properly tendered and not properly withdrawn at or below

the purchase price of \$34.50 per share by each tendering stockholder (other than "odd lot"

holders whose shares will be purchased on a priority basis).

The number of shares to be purchased, the purchase price and the proration information are

preliminary and subject to change. The preliminary information contained in this press release

is subject to confirmation by the depositary and is based on the assumption that all shares

tendered through notices of guaranteed delivery will be delivered within the three trading day

settlement period. The final number of shares to be purchased, the final purchase price and the

final proration information will be announced following the expiration of the guaranteed delivery

period and completion by the depositary of the confirmation process. Payment for the shares



accepted for purchase under the tender offer, and return of all other shares tendered and not

purchased, will occur promptly thereafter.

Morgan Stanley & Co. LLC, is the dealer manager for the tender offer. The information agent for

the tender offer is Georgeson Inc., and the depositary is American Stock Transfer & Trust

Company, LLC. Neustar stockholders who have questions may call the information agent at

(866) 821-0284

. Banks and brokers may call

(212) 440-9800 .

## About Neustar, Inc.

Neustar provides market-leading, innovative solutions and directory services that enable

trusted communication across networks, applications, and enterprises around the world. To

learn more about Neustar, visit [www.neustar.biz](http://www.neustar.biz).

## **Tender Offer Statement**

This press release is for informational purposes only and is neither an offer to buy nor the

solicitation of an offer to sell any shares of Neustar Class A common stock.

## **Forward-Looking Statements**

This press release includes information that constitutes forward-looking statements. 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 business strategy, prospects, opportunities, outlooks,

objectives, plans, intentions or goals 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, including Neustar's purchase of shares of its Class A common stock

pursuant to the tender offer, to differ materially from those anticipated. These potential risks

and uncertainties include, among others, 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, including its

contracts with the North American Portability Management LLC; its ability to successfully

identify and complete acquisitions; its ability to integrate and support the operations of

businesses Neustar acquires, including the integration of Targus Information Corporation;

increasing competition; market acceptance of its 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 the

Company's business and financial results is included in the offer to purchase and the

Company's filings with the Securities and Exchange Commission, including, without limitation,

the Company's Form 10-K for the fiscal year ended December 31, 2010 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.