

Nielsen Holdings N.V.  
Form 8-K  
May 11, 2012

**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 8, 2012**

**Nielsen Holdings N.V.**

**(Exact name of registrant as specified in its charter)**

**The Netherlands**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35042**  
**(Commission File Number)**

**98-0662038**  
**(IRS Employer**  
  
**Identification No.)**

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|                                                             |                        |
|-------------------------------------------------------------|------------------------|
| <b>770 Broadway</b>                                         | <b>Diemerhof 2</b>     |
| <b>New York, New York 10003</b>                             | <b>1112 XL Diemen</b>  |
| <b>(646) 654-5000</b>                                       | <b>The Netherlands</b> |
|                                                             | <b>+31 20 398 8777</b> |
| <b>(Address of principal executive offices)</b>             |                        |
| <b>(Registrant's telephone number, including area code)</b> |                        |

N/A

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

Check the appropriate box below if the Form 8-K 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Nielsen Holdings N.V. (the "Company") held its annual meeting of shareholders on May 8, 2012. The Company's shareholders considered eight proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on April 16, 2012. The final voting results for each matter submitted to a vote of shareholders at the annual meeting are as follows:

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | For         | Against    | Abstain   | Broker<br>Non-Votes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-----------|---------------------|
| 1. To (a) authorize the preparation of our Dutch statutory annual accounts and the annual report of the Board of Directors required by Dutch law, both for the year ended December 31, 2011, in the English language, (b) adopt our Dutch statutory annual accounts for the year ended December 31, 2011 and (c) authorize the preparation of our Dutch statutory annual accounts and the annual report of the Board of Directors required by Dutch law, both for the year ending December 31, 2012, in the English language | 340,710,261 | 35,752     | 633,486   | 0                   |
| 2. To discharge the members of the Board from liability pursuant to Dutch law in respect of the exercise of their duties during the year ended December 31, 2011                                                                                                                                                                                                                                                                                                                                                             | 327,794,836 | 37,191     | 6,605,909 | 6,941,563           |
| 3. To elect the Executive and the Non-Executive Directors of the Board as listed herein                                                                                                                                                                                                                                                                                                                                                                                                                                      |             |            |           |                     |
| David L. Calhoun                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 315,140,691 | 18,882,659 | 414,586   | 6,941,563           |
| James A. Atwood, Jr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 307,470,919 | 26,431,956 | 535,061   | 6,941,563           |
| Richard J. Bressler                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 311,221,962 | 22,770,363 | 445,611   | 6,941,563           |
| Simon E. Brown                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 311,554,602 | 22,437,723 | 445,611   | 6,941,563           |
| Michael S. Chae                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 307,412,813 | 26,490,062 | 535,061   | 6,941,563           |
| Patrick Healy                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 307,412,614 | 26,491,761 | 533,561   | 6,941,563           |
| Karen M. Hoguet                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 328,143,947 | 5,790,928  | 503,061   | 6,941,563           |
| James M. Kilts                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 313,121,067 | 20,871,198 | 445,671   | 6,941,563           |
| Iain Leigh                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 328,974,618 | 5,017,707  | 445,611   | 6,941,563           |
| Eliot P. S. Merrill                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 311,222,277 | 22,770,136 | 445,523   | 6,941,563           |
| Alexander Navab                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 307,744,848 | 26,158,915 | 534,173   | 6,941,563           |
| Robert Pozen                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 329,517,119 | 4,474,594  | 446,223   | 6,941,563           |
| Robert Reid                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 311,221,957 | 22,770,396 | 445,583   | 6,941,563           |
| Scott A. Schoen                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 307,412,158 | 26,491,605 | 534,173   | 6,941,563           |
| Javier G. Teruel                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 328,111,946 | 5,791,817  | 534,173   | 6,941,563           |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | For         | Against    | Abstain   | Broker<br>Non-Votes |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-----------|---------------------|
| 4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 340,756,179 | 221,251    | 402,069   | 0                   |
| 5. To appoint Ernst & Young Accountants LLP as our auditor who will audit our Dutch statutory annual accounts for the year ending December 31, 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 340,756,420 | 221,030    | 402,049   | 0                   |
| 6. To approve the extension of the irrevocable and exclusive authority of the Board of Directors to (a) issue our shares and/or grant rights to subscribe for shares, never to exceed the number of our authorized but unissued shares and (b) limit or exclude the preemptive rights of shareholders with respect to the issuance of shares and/or grant of rights to subscribe for our shares, in each case until May 8, 2017                                                                                                                                                                                     | 274,463,131 | 53,324,642 | 6,650,163 | 6,941,563           |
| 7. To approve the extension of the authority of the Board of Directors to repurchase up to 10% of our issued share capital (including depositary receipts issued for our shares) until November 8, 2013 on the open market, through privately negotiated transactions or in one or more self tender offers for a price per share (or depositary receipt) not less than the nominal value of a share and not higher than 110% of the most recently available (as of the time of repurchase) price of a share (or depositary receipt) on any securities exchange where our shares (or depositary receipts) are traded | 340,669,356 | 84,533     | 625,610   | 0                   |
| 8. To approve in a non-binding, advisory vote the compensation of our named executive officers as disclosed in the Proxy Statement pursuant to the rules of the Securities and Exchange Commission                                                                                                                                                                                                                                                                                                                                                                                                                  | 302,807,906 | 31,184,380 | 445,650   | 6,941,563           |

**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: May 11, 2012

**NIELSEN HOLDINGS N.V.**

By: /s/ James W. Cuminale

**Name: James W. Cuminale**

**Title: Chief Legal Officer**

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