Nielsen Holdings N.V. Form 4 March 12, 2014

# FORM 4

#### **OMB APPROVAL**

Г	UNITED STATES SECURITIES AND EXCHANGE COMMISSION									
Washington, D.C. 20549										

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

**SECURITIES** 

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rao Gnaneshwar B.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Nielsen Holdings N.V. [NLSN]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director Officer (give title

10% Owner \_ Other (specify

C/O THOMAS H. LEE PARTNERS, 03/10/2014 L.P., 100 FEDERAL STREET,

(Street)

35TH FLOOR

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 02110

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities our Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2014		S	6,198,311	D	\$ 46.25 (5)	18,867,439	I	See footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	or Title Number			
				Code V	(A) (D)						
				Code V	(A) (D)				of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rao Gnaneshwar B. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110

X

# **Signatures**

/s/ Gnaneshwar

B. Rao 03/12/2014

\*\*Signature of Date
Reporting Person

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares of the Issuer held through Valcon Acquisition Holding (Luxembourg) S.a.r.l., a private limited company formed under the laws of Luxembourg, by each of Thomas H. Lee (Alternative) Fund VI, L.P. ("Alternative Fund VI"), Thomas H. Lee (Alternative) Parallel Fund VI, L.P. ("Alternative Parallel VI"), Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. ("Alternative DT VI"), THL

- Equity Fund VI Investors (VNU), L.P., THL Equity Fund VI Investors (VNU) II, L.P., THL Equity Fund VI Investors (VNU) III, L.P.,
  THL Equity Fund VI Investors (VNU) IV, LLC, Thomas H. Lee (Alternative) Fund V, L.P. ("Alternative Fund V"), Thomas H. Lee
  (Alternative) Parallel Fund V, L.P. ("Alternative Parallel V"), Thomas H. Lee (Alternative) Cayman Fund V, L.P. ("Alternative Cayman
  V"), THL Coinvestment Partners, L.P., Thomas H. Lee Investors Limited Partnership, Putnam Investments Holdings, LLC, Putnam
  Investments Employees' Securities Company I LLC,
  - (continuation of Footnote 1) Putnam Investments Employees' Securities Company II LLC and Putnam Investments Employees' Securities Company III LLC. Thomas H. Lee Advisors (Alternative) VI, Ltd. ("Advisors VI Ltd.") is the general partner of THL Advisors (Alternative) VI, L.P. ("Advisors VI"), which in turn is the general partner of each of Alternative Fund VI, Alternative Parallel VI,
- Alternative DT VI, THL Equity Fund VI Investors (VNU), L.P., THL Equity Fund VI Investors (VNU) II, L.P. and THL Equity Fund VI Investors (VNU) III, L.P. and the managing member of THL Equity Fund VI Investors (VNU) IV, LLC. Thomas H. Lee Advisors (Alternative) V Limited LDC ("LDC") is the general partner of THL Advisors (Alternative) V, L.P. ("Advisors V"), which in turn is the general partner of each of Alternative Fund V, Alternative Parallel V, and Alternative Cayman V. THL Coinvestment Partners, L.P. and Thomas H. Lee Investors Limited Partnership are affiliates of Thomas H. Lee Partners, L.P.
- (3) (continuation of Footnote 1) that co-invest alongside Alternative Fund VI and Alternative Fund V. Putnam Investments Holdings, LLC, Putnam Investments Employees' Securities Company II LLC, Putnam Investments Employees' Securities Company II LLC and Putnam

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Investments Employees' Securities Company III LLC are each contractually obligated to coinvest alongside either Alternative Fund VI or Alternative Fund V and therefore Advisors VI and LDC may be deemed to have shared voting and investment power over the shares held by these entities. The reporting person is a managing director of Thomas H. Lee Partners, L.P. By virtue of the relationships described above, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of these entities. The reporting person disclaims beneficial ownership of such shares, expect to the extent of any pecuniary interest therein.

- The reporting person disclaims beneficial ownership of all such shares, and this report shall not be deemed an admission that the reporting (4) person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- (5) This amount represents the \$46.25 secondary public offering price per share of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.