

Nielsen Holdings N.V.  
Form 4  
March 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Thomas H. Lee Advisors  
(Alternative) VI, Ltd.

(Last) (First) (Middle)

C/O WALKERS, WALKER  
HOUSE, 87 MARY STREET

(Street)

GEORGETOWN, E9 KY1-9001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Nielsen Holdings N.V. [NLSN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/26/2012		S		6,036,043	D	\$ 29.116 <u>(4)</u>
							36,538,081
							I
							See Footnotes <u>(1)</u> <u>(3)</u>
Common Stock	03/26/2012		S		1,894,835	D	\$ 29.116 <u>(4)</u>
							11,470,031
							I
							See Footnotes <u>(2)</u> <u>(3)</u>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas H. Lee Advisors (Alternative) VI, Ltd. C/O WALKERS, WALKER HOUSE 87 MARY STREET GEORGETOWN, E9 KY1-9001			X	
Thomas H. Lee (Alternative) Parallel Fund V, L.P. C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110			X	
LEE THOMAS H EQUITY CAYMAN FUND V LP C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110			X	
Putnam Investments Employees' Securities Co III LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110			X	
THL Equity Fund VI Investors (VNU), LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110			X	
THL Equity Fund VI Investors (VNU) II, LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110			X	

THL Equity Fund VI Investors (VNU) III, LLC  
C/O THOMAS H.LEE PARTNERS, L.P. X  
100 FEDERAL STREET, 35TH FLOOR  
BOSTON, MA 02110

THL Equity Fund VI Investors (VNU) IV, LLC  
C/O THOMAS H.LEE PARTNERS, L.P. X  
100 FEDERAL STREET, 35TH FLOOR  
BOSTON, MA 02110

THL Coinvestment Partners, L.P.  
100 FEDERAL STREET X  
C/O THOMAS H. LEE PARTNERS, L.P.  
BOSTON, MA 02110

## Signatures

/s/ Charles P. Holden, Treasurer of Thomas H. Lee Advisors (Alternative) VI,  
Ltd.

03/26/2012

\_\_Signature of Reporting Person

Date

## 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).
- (1) Due to the limitation of the amount of characters that can be used, please see Item 1 of Exhibit 99.2 - Explanation of Responses.
- (2) Due to the limitation of the amount of characters that can be used, please see Item 2 of Exhibit 99.2 - Explanation of Responses.
- (3) Due to the limitation of the amount of characters that can be used, please see Item 3 of Exhibit 99.2 - Explanation of Responses.
- (4) Due to the limitation of the amount of characters that can be used, please see Item 4 of Exhibit 99.2 - Explanation of Responses.

### Remarks:

Due to the technical limitation of ten Reporting Persons that be included in each Section 16 filing, this Form 4 is being filed in

See Exhibit 99.1 - Joint Filer Information and Exhibit 99.2 - Explanation of Responses

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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