

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

FORM 4

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

OMB APPROVAL

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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 *
 Rao Gnaneshwar B.

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS,
 L.P., 100 FEDERAL STREET,
 35TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

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

03/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V Amount or Price				
Common Stock	03/10/2014		S		6,198,311	D 46.25 <u>(5)</u>	18,867,439	I	See footnotes <u>(1) (2) (3) (4)</u>

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

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SEC 1474
 (9-02)

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 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. Nu...
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Code V (A) (D)

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 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) 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,

(2) (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 I 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, except to the extent of any pecuniary interest therein.

(4) The reporting person disclaims beneficial ownership of all such shares, and this report shall not be deemed an admission that the reporting 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.

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