

CUMINALE JAMES W  
Form 4  
March 19, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
CUMINALE JAMES W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
770 BROADWAY  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2013

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

NEW YORK, NY 10003

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

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

(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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2013		M		25,000	A	\$ 16
Common Stock	03/15/2013		S <sup>(1)</sup>		25,000	D	\$ 34.32
Common Stock							(2)
Common Stock					19,800	I	By GRATs <sup>(3)</sup>
Common Stock					12,340	I	By Trust <sup>(4)</sup>

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.

SEC 1474  
(9-02)

**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. Amount or Number of Shares
Options to Purchase common stock (right to buy)	\$ 16	03/15/2013		M	25,000	<sup>(5)</sup> 02/02/2017	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMINALE JAMES W 770 BROADWAY NEW YORK, NY 10003			Chief Legal Officer	

## Signatures

/s/ Harris Black, authorized signatory  
03/19/2013  
\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$34.19 to \$34.64, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2)

- (3) These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
- (4) These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
- (5) Represents options to purchase shares of common stock of the Issuer, of which 81% were vested at the time of Issuers initial public offering and 19% of which vested on December 31, 2011.

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. r: #000000; background: transparent"> (vii) a cash payment equal to any unvested portion of the Executive's interest in any Company nonqualified retirement plan or tax-qualified pension plan.

The Amended CIC Agreement provides that the payments described above shall be in lieu of all other severance arrangements otherwise due to the Executive under any other agreement, plan, arrangement or understanding between the Company and the Executive.

In addition to such severance payments, if a Change in Control occurs, and during the term of the Amended CIC Agreement, the Executive's employment with the Company is terminated either by the Executive for Good Reason or by the Company Without Cause, the Executive will receive continued coverage and/or lump sum payments to fund continuing coverage under life, health and disability insurance programs, as well as coverage under other employee benefit plans that the Executive participated in immediately prior to his termination, for a period of three years following the termination of the Executive's employment. The Executive will also receive certain gross-up payments to reimburse the Executive for any excise taxes which may be incurred by the Executive as a result of Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended.

The Amended CIC Agreement contains certain restrictive covenants on the part of the Executive, pursuant to which the Executive agrees to refrain from competing with the Company or its subsidiaries for a period of one year following termination of the Executive's employment, maintain the confidentiality of the Company's confidential information, and refrain from making any statements disparaging the reputation or business of the Company.

The Amended CIC Agreement is filed as Exhibit 99.4 to this Form 8-K and is incorporated herein by reference.

#### **Amended Severance Agreement for Valerie Gentile Sachs**

On November 13, 2006, the Company entered into an amended severance agreement (the Amended Agreement) with Valerie Gentile Sachs, Vice President, General Counsel and Secretary of the Company. The Amended Agreement amends and supersedes a severance agreement dated November 7, 2005 between the Company and Ms. Sachs. Under the Amended Agreement, in the event of a termination (as defined in the Amended Agreement), Ms. Sachs is entitled to a lump sum payment equal to 1.5 times her annual base salary then in effect plus any base salary earned through the date of termination and bonus for the prior fiscal year, to the extent such earned base salary and bonus has not been paid. The Amended Agreement is filed as Exhibit 99.5 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

- 99.1 - Form of Severance Agreement between OM Group, Inc. and certain executive officers
- 99.2 - Form of Amended and Restated Change in Control Agreement between OM Group, Inc. and certain executive officers
- 99.3 - Amendment No. 1, effective November 13, 2006, to Employment Agreement dated May 26, 2005 between Joseph M Scaminace and OM Group, Inc.
- 99.4 - Amended and Restated Change in Control Agreement dated as of November 13, 2006 between OM Group, Inc. and Joseph M. Scaminace
- 99.5 - Amended and Restated Severance Agreement dated as of November 13, 2006 between OM Group, Inc. and Valerie Gentile Sachs

**SIGNATURE**

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 thereunto duly authorized.

OM Group, Inc.

(Registrant)

Date: November 14, 2006

/s/ Valerie Gentile Sachs

Name: Valerie Gentile Sachs

Title: Vice President, General Counsel and Secretary