

Nielsen Holdings plc
Form 8-K/A
October 20, 2017

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): October 19, 2017

NIELSEN HOLDINGS PLC
(Exact name of Registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation or organization)

001-35042
(Commission
file number)

98-1225347
(I.R.S. employer
identification number)

| | |
|---------------------------------|----------------------------|
| | AC Nielsen House |
| | London Road |
| | Oxford |
| 85 Broad Street | Oxfordshire OX3 9RX |
| New York, New York 10004 | United Kingdom |
| +1 (646) 654-5000 | +1 (646) 654-5000 |

(Address of principal executive offices)

(Registrant's telephone number, including area code)

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

On September 15, 2017, Nielsen Holdings plc (the Company) filed with the Securities and Exchange Commission a Current Report on Form 8-K (the Initial 8-K), reporting the appointment of a new director to the Company's Board of Directors (the Board). The Company is filing this Amendment No. 1 to the Initial 8-K to supplement the disclosure pursuant to Instruction 2 of Item 5.02 of Form 8-K, regarding committees of the Board to which the new director has been appointed. Except as stated in this Explanatory Note, the Initial 8-K remains unchanged.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 15, 2017, the Company disclosed that the Company's Board had appointed Mr. Guerrino De Luca as a member of the Board. Committee assignments for Mr. De Luca had not been determined as of the filing of the Initial 8-K.

On October 19, 2017, the Board appointed Mr. Guerrino De Luca as a member of the Board's Compensation Committee, effective on that date.

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: October 20, 2017

NIELSEN HOLDINGS PLC

By: /s/ Emily Epstein
Name: **Emily Epstein**
Title: **Secretary**