

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

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 *
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/26/2012 | | S | 6,036,043 D | \$ 29.116 36,538,081 | I | See Footnotes (1) (3) |
| Common Stock | 03/26/2012 | | S | 1,894,835 D | \$ 29.116 11,470,031 | I | See Footnotes (2) (3) |

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

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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 Following Transaction (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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