

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

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 INTERTRUST CORP. SVCES
(CAYMAN) LTD., 190 ELGIN
AVENUE

(Street)

GEORGETOWN, GRAND
CAYMAN, E9 KY1-9005

(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 ___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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/10/2014 | | S | 4,717,419 D 46.25 | 14,359,658 | I | See Footnotes (2) (1) (5) |
| Common Stock | 03/10/2014 | | S | 1,480,892 D 46.25 | 4,507,781 | I | See Footnotes (3) (4) (5) |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 INTERTRUST CORP. SVCES (CAYMAN) LTD. 190 ELGIN AVENUE GEORGETOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| THL Coinvestment Partners, L.P. 100 FEDERAL STREET C/O THOMAS H. LEE PARTNERS, L.P. BOSTON, MA 02110 | | X | | |
| Putnam Investment Holdings, LLC ONE POST OFFICE SQUARE BOSTON, MA 02109 | | X | | |
| Putnam Investments Employees Securities CO I LLC ONE POST OFFICE SQUARE BOSTON, MA 02109 | | X | | |
| Putnam Investments Employees Securities CO II LLC ONE POST OFFICE SQUARE BOSTON, MA 02109 | | 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 | | |

LEE THOMAS H INVESTORS LP
 C/O THOMAS H. LEE PARTNERS, L.P.
 100 FEDERAL STREET, 35TH FLOOR
 BOSTON, MA 02110

X

Signatures

/s/ Thomas H. Lee Advisors (Alternative) VI, Ltd. By: Charles P. Holden, Managing Director

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 incorporated under the laws of Luxembourg ("Luxco") sold by the following entities: 1,845,719 shares sold by Thomas H. Lee (Alternative) Fund VI, L.P. ("Alternative Fund VI"); 1,249,822 shares sold by Thomas H. Lee (Alternative) Parallel Fund VI, L.P. ("Alternative Parallel VI"); 218,319 shares sold by Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. ("Alternative DT VI"); 1,279,376 shares sold by THL Equity Fund VI Investors (VNU), L.P.; 13,364 shares sold by THL Equity Fund VI Investors (VNU) II, L.P.; 19,649 shares sold by THL Equity Fund VI Investors (VNU) III, L.P.; 68,948 shares sold by THL Equity Fund VI Investors (VNU) IV, LLC; 3,386 shares sold by THL Coinvestment Partners, L.P.; 9,420 shares sold by Putnam Investments Holdings, LLC; and 9,416 shares sold by Putnam Investments Employees' Securities Company III LLC.

(2) (Continuation of Footnote 1) - The reporting person 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. THL Coinvestment Partners, L.P., Putnam Investments Holdings, LLC and Putnam Investments Employees' Securities Company III LLC are each contractually obligated to invest (and dispose of securities) alongside Alternative Fund VI on a pro rata basis.

(3) Represents shares of the Issuer held through Valcon Acquisition Holding (Luxembourg) S.a r.l., a private limited company incorporated under the laws of Luxembourg ("Luxco") sold by the following entities: 1,127,525 shares sold by Thomas H. Lee (Alternative) Fund V, L.P. ("Alternative Fund V"); 292,547 shares sold by Thomas H. Lee (Alternative) Parallel Fund V, L.P. ("Alternative Parallel V"); 15,536 shares sold by Thomas H. Lee (Alternative) Cayman Fund V, L.P. ("Alternative Cayman V"); 21,852 shares sold by Thomas H. Lee Investors Limited Partnership; 8,926 shares sold by Putnam Investment Holdings, LLC; 7,664 shares sold by Putnam Investments Employees' Securities Company I LLC; and 6,842 shares sold by Putnam Investments Employees' Securities Company II LLC.

(4) (Continuation of Footnote 3) - 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., Thomas H. Lee Investors Limited Partnership, Putnam Investments Holdings, LLC, Putnam Investments Employees' Securities Company I LLC and Putnam Investments Employees' Securities Company II LLC are each contractually obligated to invest (and dispose of securities) alongside Alternative Fund V on a pro rata basis. Therefore, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of these entities.

(5) 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 its pecuniary interest therein.

(6) This amount represents the \$46.25 secondary public offering price per share of the Issuer's common stock.

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

Due to the technical limitation of the number of reporting persons included in each Form 4 filing, this filing is being conducted

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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