

Nielsen Holdings N.V.
Form 4
February 25, 2013

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

OMB APPROVAL

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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 *
KKR VNU Equity Investors, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2013

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

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

(Street)

NEW YORK, NY 10019

(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 | 02/21/2013 | | S | | \$ 1,398,509 (1) 31.5735 (2) | 6,565,532 | I | See footnotes (1) (3) (6) (7) |
| Common Stock | 02/21/2013 | | S | | \$ 7,031,829 (1) 31.5735 (2) | 33,012,088 | I | See footnotes (1) (4) (6) (7) |
| Common Stock | | | | | | 174 | I | See footnotes (1) (5) (7) |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| KKR VNU Equity Investors, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR VNU GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR VNU (Millennium) Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR VNU (Millennium), LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Millennium Fund (Overseas), Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 | | X | | |

NEW YORK, NY 10019

KKR Associates Millennium (Overseas) Limited Partnership
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Millennium LTD
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Fund Holdings L.P.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Fund Holdings GP Ltd
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Signatures

| | |
|--|--------------------|
| /s/ Richard J. Kreider, as authorized signatory (8) for KKR VNU Equity Investors, L.P. <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (9) for KKR VNU GP Limited <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (10) for KKR VNU (Millennium) Limited <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (11) for KKR VNU (Millennium), L.P. <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (12) for KKR Millennium Fund (Overseas), Limited Partnership <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (13) for KKR Associates Millennium (Overseas), Limited Partnership <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (14) for KKR Millennium Limited <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (15) for KKR Fund Holdings L.P. <u> </u> **Signature of Reporting Person | 02/25/2013 Date |
| /s/ Richard J. Kreider, as authorized signatory (16) for KKR Fund Holdings GP Limited <u> </u> **Signature of Reporting Person | 02/25/2013 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) These shares represent shares of common stock that were sold or are held by Valcon Acquisition Holding (Luxembourg) S.a.r.l. ("Luxco").
- (2) This amount represents the \$32.55 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$0.9765 per share.
- (3) The securities are attributable to KKR VNU Equity Investors, L.P. through its ownership of securities of Luxco. KKR VNU Equity Investors, L.P. is controlled by its general partner, KKR VNU GP Limited. KKR VNU GP Limited is wholly-owned by KKR VNU (Millennium) Limited ("KKR VNU Limited").
- (4) The securities are attributable to KKR VNU (Millennium), L.P. through its ownership of securities of Luxco. KKR VNU (Millennium), L.P. is controlled by its general partner, KKR VNU Limited.
- (5) The securities are attributable to KKR Millennium Fund (Overseas), Limited Partnership ("Millennium Fund") through its ownership of securities of Luxco. Millennium Fund is controlled by its general partner, KKR Associates Millennium (Overseas), Limited Partnership.
- (6) KKR Associates Millennium (Overseas), Limited Partnership holds a majority of the equity interests of KKR VNU Limited.
- (7) KKR Associates Millennium (Overseas), Limited Partnership is controlled by its general partner, KKR Millennium Limited. KKR Fund Holdings L.P. ("KKR Fund Holdings") is the sole shareholder of KKR Millennium Limited. KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") is a general partner of KKR Fund Holdings. KKR Group Holdings L.P. ("KKR Group Holdings") is the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings. KKR Group Limited ("KKR Group") is the general partner of KKR Group Holdings. KKR & Co. L.P. ("KKR & Co.") is the sole shareholder of KKR Group. KKR Management LLC is the general partner of KKR & Co. The designated members of KKR Management LLC are Messrs. Henry R. Kravis and George R. Roberts.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, the filer has filed this Form 4 on behalf of all reporting persons.

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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