

CARLYLE EUROPE PARTNERS II LP
 Form 4
 May 21, 2013

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 *
 CP IV GP, Ltd.

(Last) (First) (Middle)

C/O WALKER CORPORATE SERVICES LIMITED, 190 ELGIN AVENUE

(Street)

GEORGE TOWN, GRAND CAYMAN, 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)
 05/17/2013

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 Ownership (Instr. 4)
			Code	V Amount	(A) or (D) Price		
Common Stock	05/17/2013		S	8,188,305.33 <u>(1)</u>	\$ 34.4849 <u>(2)</u>	30,792,553.6 <u>(1) (3)</u>	I See footnotes <u>(4)</u>

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

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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
CP IV GP, Ltd. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X		
TC Group IV Cayman, L.P. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X		
Carlyle Partners IV Cayman, L.P. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X		
CP IV Coinvestment Cayman, L.P. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X		
CEP II Managing GP Holdings, Ltd. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X		
CEP II Managing GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		

CARLYLE EUROPE PARTNERS II LP
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE. NW, SUITE 220S
 WASHINGTON, DC 20004 X

CEP II Participations SARL SICAR
 C/O THE CARLYLE GROUP
 2, AVENUE CHARLES DE GAULLE
 LUXEMBOURG L-1653 X

Signatures

CP IV GP, LTD. By: /s/ Jeremy W. Anderson, attorney-in-fact 05/21/2013
 **Signature of Reporting Person Date

TC GROUP IV CAYMAN, L.P. By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **Signature of Reporting Person Date

CARLYLE PARTNERS IV CAYMAN, L.P. By: TC Group IV Cayman, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **Signature of Reporting Person Date

CP IV COINVESTMENT CAYMAN, L.P. By: TC Group IV Cayman, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **Signature of Reporting Person Date

CEP II MANAGING GP HOLDINGS, LTD. By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **Signature of Reporting Person Date

CEP II MANAGING GP, L.P. By: CEP II Managing GP Holdings, Ltd., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **Signature of Reporting Person Date

CARLYLE EUROPE PARTNERS II, L.P. By: CEP II Managing GP, L.P., its general partner By: CEP II Managing GP Holdings, Ltd., its General Partner By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **Signature of Reporting Person Date

CEP II PARTICIPATIONS S.A R.L. SICAR By: /s/ Jeremy W. Anderson, Authorized Person 05/21/2013
 **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) 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 \$35.01 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$ 0.52515 per share.
- (3)

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Includes 24,269,722.16 securities attributable to Carlyle Partners IV Cayman, L.P. ("CP IV"), 980,169.95 securities attributable to CP IV Coinvestment Cayman, L.P. ("CP IV Coinvest") and 5,542,661.48 securities attributable to CEP II Participations S.a r.l. SICAR ("CEP II P"), each through its ownership of securities of Luxco.

- Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P. The general partner of each of CP IV and CP IV Coinvest is TC Group IV Cayman, L.P., whose general partner is CP IV GP, Ltd., which is wholly owned by TC Group Cayman Investment Holdings Sub L.P. CEP II P's sole shareholder is Carlyle Europe Partners II, L.P., whose general partner is CEP II Managing GP, L.P., whose general partner is CEP II Managing GP Holdings, Ltd., whose sole shareholder is TC Group Cayman Investment Holdings Sub L.P.

Remarks:

Due to the limitations of the electronic filing system, Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. are filing a separate Form 4.

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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