

Nielsen Holdings plc  
Form 4  
April 01, 2016

**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 \*  
**LEWIS JOHN JASPER**

(Last) (First) (Middle)  
**C/O NIELSEN N.V., 85 BROAD STREET**  
(Street)

**NEW YORK, NY 10004**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Nielsen Holdings plc [NLSN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/30/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
**Global President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)	(A) or (D)	5. Amount or Price	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)
Common Stock	03/30/2016		S <sup>(1)</sup>	12,500	D	\$ 52.58 (2) (3)	147,312.1	D	
Common Stock	03/30/2016		M	75,000	A	\$ 30.19	222,312.1	D	
Common Stock	03/30/2016		S <sup>(1)</sup>	35,000	D	\$ 52.54 (2) (4)	187,312.1	D	
Common Stock	03/30/2016		S <sup>(1)</sup>	40,000	D	\$ 52.56 (2) (5)	147,312.1	D	



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(2) The Reporting Person's sale of shares reported herein is matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended ("Section 16(b)"). The Reporting Person has agreed to voluntarily disgorge to the Issuer the Section 16 profit that resulted from the transaction reported herein.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.32 to \$52.68, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.412 to \$52.69, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.42 to \$52.74, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$53.00 to \$53.05, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(7) These options to purchase shares are currently vested and are exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.