

# **NIELSEN HOLDINGS PLC**

Reported by  
**KKR & CO. INC.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/21/13 for the Period Ending 05/17/13

Address	85 BROAD STREET NEW YORK, NY, 10004
Telephone	6466545000
CIK	0001492633
Symbol	NLSN
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>KKR Group Holdings L.P.</b>			<b>Nielsen Holdings N.V. [ NLSN ]</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 9 WEST 57TH STREET, SUITE 4200</b>			<b>5/17/2013</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10019</b>						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/17/2013		S		1379153 (1)	D	\$34.4849 (2)	5186379	I	See footnotes (1)(3)(6) (7)
Common Stock	5/17/2013		S		6934508 (1)	D	\$34.4849 (2)	26077581	I	See footnotes (1)(4)(6) (7)
Common Stock								174	I	See footnotes (1)(5)(7)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- These shares represent shares of common stock that were sold or are held by Valcon Acquisition Holding (Luxembourg) S.a.r.l. ("Luxco").
- 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.
- 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").
- 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.
- 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.
- KKR Associates Millennium (Overseas), Limited Partnership holds a majority of the equity interests of KKR VNU Limited.
- 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

**Remarks:**

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR VNU Equity Investors, L.P.; KKR VNU GP Limited; KKR VNU Limited; KKR VNU (Millennium), L.P.; Millennium Fund; KKR Associates Millennium (Overseas), Limited Partnership; KKR Millennium Limited; KKR Fund Holdings L.P. and KKR Fund Holdings GP Limited have filed a separate Form 4.

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

**Signatures**

<u>/s/ Richard J. Kreider, as authorized signatory (8) for KKR Group Holdings L.P.</u>	<u>5/21/2013</u>
—Signature of Reporting Person	Date
<u>/s/ Richard J. Kreider, as authorized signatory (9) for KKR Group Limited</u>	<u>5/21/2013</u>
—Signature of Reporting Person	Date
<u>/s/ Richard J. Kreider, as authorized signatory (10) for KKR &amp; Co. L.P.</u>	<u>5/21/2013</u>
—Signature of Reporting Person	Date
<u>/s/ Richard J. Kreider, as authorized signatory (11) for KKR Management LLC</u>	<u>5/21/2013</u>
—Signature of Reporting Person	Date
<u>/s/ Richard J. Kreider, as attorney-in-fact for Henry R. Kravis</u>	<u>5/21/2013</u>
—Signature of Reporting Person	Date
<u>/s/ Richard J. Kreider, as attorney-in-fact for George R. Roberts</u>	<u>5/21/2013</u>
—Signature of Reporting Person	Date

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

\* 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).

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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