

Nielsen N.V.
Form 4
May 09, 2014

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 *
KILTS JAMES M

(Last) (First) (Middle)

C/O CENTERVIEW CAPITAL HOLDINGS LLC, 31 WEST 52ND STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2014

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)

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)	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	05/07/2014		S		869,082	D	\$ 47.0005 (1)	0	I	See footnotes (2) (3) (4)
Common Stock	05/07/2014		S		42,164	D	\$ 47.0005 (1)	0	I	See footnotes (2) (3) (5)
Common Stock	05/07/2014		S		227,812	D	\$ 47.0005 (1)	0	I	See footnotes (2) (3) (6)
Common	05/07/2014		M		208,628	A	\$ 16	208,628	I	See

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								footnotes <u>(2)</u> <u>(8)</u>	
Common Stock	05/07/2014		S	208,628	D	\$ <u>47.0005</u>	0	I	See footnotes <u>(2)</u> <u>(8)</u>
Common Stock	05/07/2014		M	241,413	A	\$ 16	241,413	I	See footnotes <u>(2)</u> <u>(8)</u>
Common Stock	05/07/2014		S	241,413	D	\$ <u>47.0005</u>	0	I	See footnotes <u>(2)</u> <u>(8)</u>
Common Stock	05/07/2014		M	10,122	A	\$ 16	10,122	I	See footnotes <u>(2)</u> <u>(9)</u>
Common Stock	05/07/2014		S	10,122	D	\$ <u>47.0005</u>	0	I	See footnotes <u>(2)</u> <u>(9)</u>
Common Stock	05/07/2014		M	11,712	A	\$ 16	11,712	I	See footnotes <u>(2)</u> <u>(9)</u>
Common Stock	05/07/2014		S	11,712	D	\$ <u>47.0005</u>	0	I	See footnotes <u>(2)</u> <u>(9)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common	\$ 16	05/07/2014		M	208,628	<u>(7)</u>	02/02/2017	Common Stock	208,628

stock (right to buy)									
Options to purchase common stock (right to buy)	\$ 16	05/07/2014	M	241,413	<u>(7)</u>	02/02/2017	Common Stock	241,413	
Options to purchase common stock (right to buy)	\$ 16	05/07/2014	M	10,122	<u>(7)</u>	02/02/2017	Common Stock	10,122	
Options to purchase common stock (right to buy)	\$ 16	05/07/2014	M	11,712	<u>(7)</u>	02/02/2017	Common Stock	11,712	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILTS JAMES M C/O CENTERVIEW CAPITAL HOLDINGS LLC 31 WEST 52ND STREET NEW YORK, NY 10019	X			

Signatures

/s/ Harris A. Black, authorized
signatory

05/09/2014

**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) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$47.00 to \$47.21, inclusive. The reporting person undertakes to provide Nielsen Holdings N.V. (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 herein.

(2)

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The reporting person is an employee of an affiliate of Centerview Capital, L.P., Centerview Employees, L.P., and Centerview VNU LLC (collectively, "Centerview"). As such, the reporting person may be deemed to beneficially own the shares of the Issuer that may be deemed to be directly or indirectly beneficially owned by Centerview. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

- (3) These shares represent shares of common stock that were sold by Valcon Acquisition Holding (Luxembourg) S.a.r.l. ("Luxco").
- (4) The securities are attributable to Centerview Capital, L.P. through its ownership of securities of Luxco.
- (5) The securities are attributable to Centerview Employees, L.P. through its ownership of securities of Luxco.
- (6) The securities are attributable to Centerview VNU LLC through its ownership of securities of Luxco.
- (7) Represents options to purchase shares of common stock of the Issuer, which have fully vested.
- (8) Represents securities of the Issuer held by Centerview Capital, L.P.
- (9) Represents securities of the Issuer held by Centerview Employees, L.P.

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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