

Nielsen Holdings plc
Form 4
May 24, 2016

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 *
Charlton Jeffrey

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS PLC, 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)
05/20/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/20/2016		M		2,375	A	\$ 36.56	19,186.57	D
Common Stock	05/20/2016		M		2,375	A	\$ 41.92	21,561.57	D
Common Stock	05/20/2016		S		1,375	D	\$ 52.35	20,186.57	D
Common Stock	05/20/2016		S		2,809	D	\$ 52.36	17,377.57	D
Common Stock	05/20/2016		S		566	D	\$ 52.37	16,811.57	D

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Common Stock 05/20/2016 S 578 D \$ 52.274 16,233.57 D

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. Amount or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 36.56	05/20/2016		M	2,375	<u>(1)</u> 09/25/2020	Common Stock	2,375
Options to Purchase Common Stock (right to buy)	\$ 41.92	05/20/2016		M	2,375	<u>(2)</u> 10/29/2021	Common Stock	2,375

Reporting Owners

Reporting Owner Name / Address	Relationships
Charlton Jeffrey C/O NIELSEN HOLDINGS PLC 85 BROAD STREET NEW YORK, NY 10004	Director 10% Owner Officer Other SVP & Corporate Controller

Signatures

/s/Harris Black, Authorized
Signatory

05/24/2016

__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) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (September 25, 2013).
 - (2) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (October 29, 2014).

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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