

Nielsen N.V.  
Form 4  
March 09, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KKR Group Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS  
ROBERTS & CO. L.P., 9 WEST  
57TH STREET, SUITE 4200

(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)

03/05/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/05/2015		S		663,560 (1)	D \$ 45 2,466,349	I See Footnotes (1) (2) (5) (6)
Common Stock	03/05/2015		S		3,336,440 (1)	D \$ 45 12,401,027	I See Footnotes (1) (3) (5) (6)
Common Stock						174	I See Footnotes (1) (4) (6)

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

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

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
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

/s/ Terence Gallagher, as authorized signatory (7) for KKR Group Holdings L.P.

03/09/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Terence Gallagher, as authorized signatory (8) for KKR Group Limited

03/09/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Terence Gallagher, as authorized signatory (9) for KKR & Co. L.P.

03/09/2015

\*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ Terence Gallagher, as authorized signatory (10) for KKR Management LLC

03/09/2015

\*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ Terence Gallagher, as attorney-in-fact for Henry R. Kravis

03/09/2015

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ Terence Gallagher, as attorney-in-fact for George R. Roberts

03/09/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

- |     |  |
|-----|--|
| *   | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).  |
| **  | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 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) | 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").   |
| (3) | 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.  |
| (4) | 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.   |
| (5) | KKR Associates Millennium (Overseas), Limited Partnership holds a majority of the equity interests of KKR VNU Limited.   |
| (6) | 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 Messrs Henry R. Kravis and George R. Roberts. |

**Remarks:**

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR

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

## Edgar Filing: Nielsen N.V. - Form 4

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.