

Nielsen Holdings N.V.

Form 3

January 25, 2011

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

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**INITIAL STATEMENT OF 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 \*  
Â Thomas H. Lee Advisors  
(Alternative) VI, Ltd.

(Last) (First) (Middle)

C/O WALKERS, WALKER  
HOUSE,Â 87 MARY STREET

(Street)

GEORGETOWN,Â E9Â KY1-9001

(City) (State) (Zip)

2. Date of Event  
Requiring Statement  
(Month/Day/Year)  
01/25/20113. Issuer Name **and** Ticker or Trading Symbol  
Nielsen Holdings N.V. [NLSN]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director ☒ 10%  
Owner\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	42,574,124	I	See Footnotes <u>(1)</u> <u>(3)</u>
Common Stock	13,364,866	I	See Footnotes <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Thomas H. Lee Advisors (Alternative) VI, Ltd.  
C/O WALKERS, WALKER HOUSE  
87 MARY STREET  
GEORGETOWN, E9 KY1-9001

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## Signatures

/s/ Charles P. Holden, Treasurer of Thomas H. Lee Advisors (Alternative) VI, Ltd.

01/25/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Due to the limitation in the amount of characters used, please see Footnote 1 in Exhibit 99.2-Explanation of Responses.
- (2) Due to the limitation in the amount of characters used, please see Footnote 2 in Exhibit 99.2-Explanation of Responses.
- (3) Due to the limitation in the amount of characters used, please see Footnote 3 in Exhibit 99.2-Explanation of Responses.

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.