

FISHER ITZHAK

Form 3

January 25, 2011

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

FISHER ITZHAK

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/25/2011

3. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP, Global Product Leadership

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

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

256,963

D

F

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)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â (1)	02/02/2017	Common Stock	187,500	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (2)	02/02/2017	Common Stock	151,875	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (1)	02/02/2017	Common Stock	31,250	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (3)	02/02/2017	Common Stock	25,313	\$ 32	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER ITZHAK 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â EVP, Global Product Leadership	Â

Signatures

/s/ Harris Black, authorized signatory 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) Represents options to purchase shares of common stock of the Issuer, of which 81% are vested and the remaining 19% will vest on December 31, 2011.
- (2) Represents options to purchase shares of common stock of the Issuer, of which 9,375 vested on the grant date (December 31, 2006), 35,625 vested on December 31, 2007 and 35,625 vested on December 31, 2009. An additional 35,625 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 35,625 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.
- (3) Represents options to purchase shares of common stock of the Issuer, of which 1,562 vested on the grant date (December 31, 2006), 5,938 vested on December 31, 2007 and 5,938 vested on December 31, 2009. An additional 5,938 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 5,937 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

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Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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.