Nielsen Holdings N.V.
Form 4
March 28, 2012

# FORM 4

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

**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

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR VNU Equity Investors, 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 Holdings N.V. [NLSN]

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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 | 03/26/2012 | | S | | 1,315,650 (1) | D | $ 29.1156 (2) | 7,964,041 | I | See footnotes (1) (3) (6) (7) |
| Common Stock | 03/26/2012 | | S | | 6,615,207 (1) | D | $ 29.1156 (2) | 40,043,916 | I | See footnotes (1) (4) (6) (7) |
| Common Stock | | | | | | | | 174 | I | See footnotes (1) (5) (7) |

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 Owne Follo Repo 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 VNU Equity Investors, L.P.<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | | X | | |
| KKR VNU GP Ltd<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | | X | | |
| KKR VNU (Millennium) Ltd<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | | X | | |
| KKR VNU (Millennium), LP<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | | X | | |
| KKR Millennium Fund (Overseas), Limited Partnership<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200 | | X | | |

| | |
|---|---|
| NEW YORK, NY 10019 | |
| KKR Associates Millennium (Overseas) Limited Partnership<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | X |
| KKR Millennium LTD<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | X |
| KKR SP Ltd<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | X |
| KKR Fund Holdings L.P.<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | X |
| KKR Fund Holdings GP Ltd<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 | X |

## Signatures

| | |
|---|---|
| /s/ Richard J. Kreider, as authorized signatory (8) for KKR VNU Equity Investors, L.P. | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (9) for KKR VNU GP Limited | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (10) for KKR VNU (Millennium) Limited | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (11) for KKR VNU (Millennium), L.P. | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (12) for KKR Millennium Fund (Overseas), Limited Partnership | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (13) for KKR Associates Millennium (Overseas), Limited Partnership | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (14) for KKR Millennium Limited | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as attorney-in-fact for Johannes P. Huth, Director for KKR SP Limited | 03/28/2012 |
| **Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, as authorized signatory (15) for KKR Fund Holdings L.P. | 03/28/2012 |

| **Signature of Reporting Person | Date |
|---|---|
| /s/ Richard J. Kreider, as authorized signatory (16) for KKR Fund Holdings GP Limited | 03/28/2012 |
| **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)** | These shares represent shares of common stock that were sold or are held by Valcon Acquisition Holding (Luxembourg) S.a.r.l. ("Luxco"). |
| **(2)** | This amount represents the $30.25 secondary public offering price per share of the Issuer's common stock less the underwriting discount of $1.1344 per share. |
| **(3)** | 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"). |
| **(4)** | 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. |
| **(5)** | 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. |
| **(6)** | KKR Associates Millennium (Overseas), Limited Partnership holds a majority of the equity interests of KKR VNU Limited. |
| **(7)** | KKR Associates Millennium (Overseas), Limited Partnership is controlled by its general partner, KKR Millennium Limited. KKR SP Limited ("KKR SP") is the voting partner of KKR Associates Millennium (Overseas), Limited Partnership. 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 EDGA

Exhibit 99.1 - Notes (8) to (16).

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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