

CARLYLE EUROPE PARTNERS II LP

Form 4

March 28, 2012

**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 \*  
Carlyle Partners IV Cayman, L.P.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001  
PENNSYLVANIA AVE, NW  
SUITE 220 S

(Street)

WASHINGTON, DC 20004

(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 \_\_\_\_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	03/26/2012		S		7,811,273	D	\$ 29.1156
					47,284,081	I	

See  
footnotes  
(1) (2) (3)  
(4) (5)

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)

# Edgar Filing: CARLYLE EUROPE PARTNERS II LP - Form 4

**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 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
Carlyle Partners IV Cayman, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW SUITE 220 S WASHINGTON, DC 20004		X		
CP IV GP, Ltd. C/O WALKER CORPORATE SERVICES LIMITED WALKER HSE, 87 MARY STREET, GEORGE TOWN GRAND CAYMAN, E9 KY1-9001		X		
TC Group IV Cayman, L.P. C/O WALKER CORPORATE SERVICES LIMITED WALKER HSE, 87 MARY STREET, GEORGE TOWN GRAND CAYMAN, E9 KY1-9001		X		
CP IV Coinvestment Cayman, L.P. C/O WALKER CORPORATE SERVICES LIMITED WALKER HSE, 87 MARY STREET, GEORGE TOWN GRAND CAYMAN, E9 KY1-9001		X		
CEP II Managing GP Holdings, Ltd. C/O WALKER CORPORATE SERVICES LIMITED WALKER HSE, 87 MARY STREET, GEORGE TOWN GRAND CAYMAN, E9 KY1-9001		X		
CEP II Managing GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220 WASHINGTON, DC 20004-2505		X		

CARLYLE EUROPE PARTNERS II LP  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220  
SOUTH, WASHINGTON, DC 20004-2505

X

CEP II Participations SARL SICAR  
2 AVENUE CHARLES DE GAULLE  
N4 L-1653

X

## Signatures

/s/ Jeremy W. Anderson,  
attorney-in-fact

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) Represents shares of common stock sold or held by Valcon Acquisition Holding (Luxembourg) S.a r.l. ("Luxco").

Includes 37,267,825 securities attributable to Carlyle Partners IV Cayman, L.P. ("CP IV"), 1,505,118 securities attributable to CP IV Coinvestment Cayman, L.P. ("CP IV Coinvest") and 8,511,138 securities attributable to CEP II Participations S.a r.l. SICAR ("CEP II P"), each through its ownership of securities of Luxco. TC Group IV Cayman, L.P. is the general partner of each of CP IV and CP IV Coinvest. CP IV GP, Ltd. is the general partner of TC Group IV Cayman, L.P. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of TC Group IV Cayman, L.P.

(3) Carlyle Europe Partners II, L.P. is the sole shareholder of CEP II P. CEP II Managing GP, L.P. is the general partner of Carlyle Europe Partners II, L.P. CEP II Managing GP Holdings, Ltd. is the general partner of CEP II Managing GP, L.P. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of CEP II Managing GP Holdings, Ltd. The general partner of TC Group Cayman Investment Holding, L.P. is TCG Holdings Cayman II, L.P. The general partner of TCG Holdings Cayman II, L.P. is DBD Cayman Ltd. The sole shareholder of DBD Cayman, Ltd. is DBD Cayman Holdings, Ltd., a Cayman Islands exempted limited liability company.

(4) DBD Cayman Holdings, Ltd. is controlled by its ordinary members, and all action relating to the voting or disposition of the securities requires the approval of a majority of the ordinary members. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein are the ordinary members of DBD Cayman Holdings, Ltd. and, in such capacity, may be deemed to share beneficial ownership of securities beneficially owned by DBD Cayman Holdings, Ltd. Such individuals expressly disclaim any such beneficial ownership, except to the extent of their pecuniary interest therein.

(5) Pursuant to an agreement between DBD Cayman Holdings, Ltd. and its Class B member, Carlyle Offshore Partners II, Ltd., voting power over the Common Stock is held by Carlyle Offshore Partners II, Ltd. The sole shareholder of Carlyle Offshore Partners II, Ltd. is Carlyle Offshore Partners II Holdings, Ltd. Carlyle Offshore Partners II Holdings, Ltd. has 13 members, with no member controlling more than 7.7% of the vote. Each of these members expressly disclaims beneficial ownership of any such securities, except to the extent of their pecuniary interest therein.

### Remarks:

Due to the limitations of the electronic filing system, DBD Cayman Holdings, Ltd., Carlyle Offshore Partners II Holdings, Ltd.

### Exhibit List

Exhibit 24 - Power of Attorney

Exhibit 99 - Joint Filer Information

Form 1 of 2

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.