

Nielsen Holdings N.V.  
Form 4  
November 29, 2013

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KILTS JAMES M**

(Last) (First) (Middle)

**C/O CENTERVIEW CAPITAL  
HOLDINGS LLC, 31 WEST 52ND  
STREET**

(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)  
**11/26/2013**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (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 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 (1)	(A) or (D)	Price (2)
Common Stock	11/26/2013		S		285,510 (1)	D	\$ 39.09 (2)
							1,154,592
						I	See footnotes (1) (3) (4)
Common Stock	11/26/2013		S		13,852 (1)	D	\$ 39.09 (2)
							56,016
						I	See footnotes (1) (3) (5)
Common Stock	11/26/2013		S		74,840 (1)	D	\$ 39.09 (2)
							302,652
						I	See footnotes (1) (3) (6)

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

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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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

KILTS JAMES M  
C/O CENTERVIEW CAPITAL HOLDINGS LLC  
31 WEST 52ND STREET  
NEW YORK, NY 10019

X

## Signatures

/s/ Harris Black, authorized  
signatory

11/29/2013

                     \*\*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 \$39.30 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$0.21 per share.

The reporting person is an employee of an affiliate of Centerview Capital, L.P., Centerview Employees, L.P. and Centerview VNU LLC (collectively, "Centerview"). As such, the reporting person may be deemed to beneficially own the shares of the Issuer that may be deemed to be directly or indirectly beneficially owned by Centerview. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

(3)

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- (4) The securities are attributable to Centerview Capital, L.P. through its ownership of securities of Luxco.
- (5) The securities are attributable to Centerview Employees, L.P. through its ownership of securities of Luxco.
- (6) The securities are attributable to Centerview VNU LLC through its ownership of securities of Luxco.

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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