

Nielsen Holdings plc  
Form 4  
November 25, 2015

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CALHOUN DAVID L**

(Last) (First) (Middle)

**C/O NIELSEN N.V., 85 BROAD  
STREET**

(Street)

**NEW YORK, NY 10004**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Nielsen Holdings plc [NLSN]**

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

**11/23/2015**

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)
Common Stock	11/23/2015		M	147,438	A \$ 16 1,307,079.12	D	
Common Stock	11/23/2015		S	49,282	D \$ 47.45 1,257,797.12	D	
Common Stock	11/23/2015		S	48,920	D \$ 47.46 1,208,877.12	D	
Common Stock	11/23/2015		S	49,236	D \$ 47.46 1,159,641.12	D	

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Common Stock	11/23/2015	M	48,404	A	\$ 16	1,208,045.12	D	
Common Stock	11/23/2015	S	48,404	D	\$ 47.45 (2)	1,159,641.12	D	
Common Stock	11/24/2015	M	167,338	A	\$ 16	1,326,979.12	D	
Common Stock	11/24/2015	S	32,468	D	\$ 46.86 (3)	1,294,511.12	D	
Common Stock	11/24/2015	S	66,101	D	\$ 46.92 (4)	1,228,410.12	D	
Common Stock	11/24/2015	S	68,769	D	\$ 46.92 (4)	1,159,641.12	D	
Common Stock	11/24/2015	M	67,381	A	\$ 16	1,227,022.12	D	
Common Stock	11/24/2015	S	67,381	D	\$ 46.92 (4)	1,159,641.12	D	
Common Stock						99,999	I	By Trusts (5)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common	\$ 16	11/23/2015		M		147,438		<u>(6)</u>	11/22/2016	Common Stock	147,438

Stock  
(right to  
buy)

Options  
to  
Purchase

Common Stock (right to buy)	\$ 16	11/23/2015	M	48,404	<u>(6)</u>	11/22/2016	Common Stock	48,404
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Options  
to  
Purchase

Common Stock (right to buy)	\$ 16	11/24/2015	M	167,338	<u>(6)</u>	11/22/2016	Common Stock	167,338
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Options  
to  
Purchase

Common Stock (right to buy)	\$ 16	11/24/2015	M	67,381	<u>(6)</u>	11/22/2016	Common Stock	67,381
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALHOUN DAVID L C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004	X			

## Signatures

/s/ Harris Black, Authorized Signatory	11/25/2015
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\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$47.22 to \$47.71, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$47.23 to \$47.71, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.49 to \$47.03, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.49 to \$47.16, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (5) The securities are held by various trusts for the benefit of the reporting person and his family members as to which the reporting person or his wife is the trustee. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest therein.

- (6) These options to purchase shares of common stock are currently vested and exercisable.

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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