

Nielsen Holdings plc
Form 4
December 02, 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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(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)
11/30/2015

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	11/30/2015		M	102,404	A \$ 16	1,262,045.12	D
Common Stock	11/30/2015		S	51,279	D \$ (1) 46.83	1,210,766.12	D
Common Stock	11/30/2015		S	51,125	D \$ (2) 46.83	1,159,641.12	D
Common Stock	11/30/2015		M	51,401	A \$ 16	1,211,042.12	D
	11/30/2015		S	51,401	D	1,159,641.12	D

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Common Stock					\$ 46.83 (3)			
Common Stock	12/01/2015		M	108,384	A	\$ 16	1,268,025.12	D
Common Stock	12/01/2015		S	45,504	D	\$ 47.07 (4)	1,222,521.12	D
Common Stock	12/01/2015		S	62,880	D	\$ 47.17 (5)	1,159,641.12	D
Common Stock	12/01/2015		M	61,778	A	\$ 16	1,221,419.12	D
Common Stock	12/01/2015		S	61,778	D	\$ 47.16 (6)	1,159,641.12	D
Common Stock							99,999	I
								By Trusts (7)

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 o Number o Shares
Options to Purchase Common Stock (right to buy)	\$ 16	11/30/2015		M	102,404	(8) 11/22/2016	Common Stock 102,404
Options to	\$ 16	11/30/2015		M	51,401	(9) 11/22/2016	Common Stock 51,401

Purchase
Common
Stock
(right to
buy)

Options
to

Purchase
Common
Stock
(right to
buy)

Options
to

Purchase
Common
Stock
(right to
buy)

\$ 16 12/01/2015

M

108,384

(8)

11/22/2016

Common
Stock

108,384

\$ 16 12/01/2015

M

61,778

(9)

11/22/2016

Common
Stock

61,778

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

12/02/2015

__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 \$46.63 to \$47.15, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.63 to \$47.05, 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 \$46.67 to \$47.15, 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.

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forth above.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.67 to \$47.38, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.66 to \$47.49, 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.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$46.67 to \$47.49, 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.

- (7) 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.

- (8) Represents options to purchase shares of common stock of the Issuer, of which 93,750 vested on December 31, 2006, 356,250 vested on December 31, 2007, 356,250 vested on December 31, 2009, 356,250 vested on December 31, 2012 and 356,200 vested on December 31, 2013.

- (9) Represents options to purchase shares of common stock of the Issuer, 81% of which vested at the time of the Issuer's initial public offering and 19% which vested on December 31, 2011.

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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