

KENNY DAVID W
Form 4
December 04, 2018

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 *
KENNY DAVID W

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS PLC, 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)
12/03/2018

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/03/2018		A		487,505 (1)	A \$ 0 487,505	D
Common Stock	12/03/2018		A		54,285 (2)	A \$ 0 541,790	D

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

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SEC 1474
(9-02)

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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 Stock (right to buy)	\$ 25.79	12/03/2018		A		367,031		<u>(3)</u>	12/03/2025	Common Stock	367,031
Options to Purchase Common Stock (right to buy)	\$ 40	12/03/2018		A		750,000		<u>(4)</u>	12/03/2025	Common Stock	750,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNY DAVID W C/O NIELSEN HOLDINGS PLC 85 BROAD STREET NEW YORK, NY 10004	X		Chief Executive Officer	

Signatures

/s/ Emily Epstein, Authorized Signatory

12/04/2018

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 restricted stock units of the Issuer, which ratably vest in three equal annual installments beginning on December 31, 2019.

(2) Represents restricted stock units of the Issuer, which vest on December 3, 2021.

(3)

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These options to purchase shares of common stock are subject to both performance and time vesting requirements. The performance vesting requirement will be satisfied upon the Issuer's common stock achieving a closing market price per share of at least \$32.24 for a period of at least 21 consecutive trading days before December 31, 2021. The time vesting requirement will be satisfied in three equal annual installments beginning on December 31, 2019.

- (4) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 3 years beginning one year after the grant date (December 3, 2018).

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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