

Nielsen Holdings N.V.
Form 4
February 25, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas H. Lee Advisors
(Alternative) VI, Ltd.

2. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INTERTRUSTCORPORATE SERVICES (CAYMAN, 190 ELGIN AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
GEORGE TOWN, E9 KY1-9005

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	02/21/2013		S	6,416,193 (4)	\$ 31.5735 (4)	D	30,121,888	I	See Footnotes (1) (3)
Common Stock	02/21/2013		S	2,014,171	\$ 31.5735 (4)	D	9,455,860	I	See Footnotes (2) (3)

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

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number.

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 (Instr. 5)
				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
Thomas H. Lee Advisors (Alternative) VI, Ltd. C/O INTERTRUSTCORPORATE SERVICES (CAYMAN) 190 ELGIN AVENUE GEORGE TOWN, E9 KY1-9005		X		
Thomas H. Lee (Alternative) Parallel Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		
Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		
THL Equity Fund VI Investors (VNU), LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		
THL Equity Fund VI Investors (VNU) II, LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		
THL Equity Fund VI Investors (VNU) III, LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR		X		

BOSTON, MA 02110

THL Equity Fund VI Investors (VNU) IV, LLC
 C/O THOMAS H.LEE PARTNERS, L.P. X
 100 FEDERAL STREET, 35TH FLOOR
 BOSTON, MA 02110

THOMAS H LEE ALTERNATIVE FUND V LP
 C/O THOMAS H. LEE PARTNERS, L.P. X
 100 FEDERAL STREET, 35TH FLOOR
 BOSTON, MA 02110

THOMAS H LEE ALTERNATIVE CAYMAN FUND V LP
 C/O WALKERS, WALKER HOUSE X
 87 MARY STREET
 BOSTON, MA 02110

LEE THOMAS H INVESTORS LP
 C/O THOMAS H. LEE PARTNERS, L.P. X
 100 FEDERAL STREET, 35TH FLOOR
 BOSTON, MA 02110

Signatures

/s/ Charles P. Holden, Treasurer of Thomas H. Lee Advisors (Alternative) VI, 02/25/2013
 Ltd.

**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) Due to the limitation of the amount of characters that can be used, please see Item 1 of Exhibit 99.2 - Explanation of Responses.
- (2) Due to the limitation of the amount of characters that can be used, please see Item 2 of Exhibit 99.2 - Explanation of Responses.
- (3) Due to the limitation of the amount of characters that can be used, please see Item 3 of Exhibit 99.2 - Explanation of Responses.
- (4) Due to the limitation of the amount of characters that can be used, please see Item 4 of Exhibit 99.2 - Explanation of Responses.

Remarks:

Due to the technical limitation of ten Reporting Persons that can be included in each Section 16 filing, this Form 4 is being filed

See Exhibit 99.1 - Joint Filer Information and Exhibit 99.2 - Explanation of Responses

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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