

Nielsen Holdings N.V.
Form 4
March 12, 2014

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 *
CP IV GP, Ltd.

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES,, 190 ELGIN AVENUE

(Street)

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/10/2014		S	6,104,832.45 (1)	D \$ 46.25	18,582,218.19 (1) (2)	I See Footnotes (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other		
CP IV GP, Ltd. C/O INTERTRUST CORPORATE SERVICES, 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005						X
TC Group IV Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005						X
Carlyle Partners IV Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005						X
CP IV Coinvestment Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005						X
CEP II Managing GP Holdings, Ltd. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005						X
CEP II Participations SARL SICAR C/O THE CARLYLE GROUP 2, AVENUE CHARLES DE GAULLE LUXEMBOURG, N4 L-1653						X
CEP II Managing GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S						X

WASHINGTON, DC 20004

CARLYLE EUROPE PARTNERS II LP
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE. NW, SUITE 220S
 WASHINGTON, DC 20004

X

Signatures

CP IV GP, LTD. By: /s/ Jeremy W. Anderson, attorney-in-fact	03/12/2014
__Signature of Reporting Person	Date
TC GROUP IV CAYMAN, L.P. By:/s/ Jeremy W. Anderson, Authorized Person	03/12/2014
__Signature of Reporting Person	Date
CARLYLE PARTNERS IV CAYMAN, L.P. By: TC Group IV Cayman, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person	03/12/2014
__Signature of Reporting Person	Date
CP IV COINVESTMENT CAYMAN, L.P. By: TC Group IV Cayman, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person	03/12/2014
__Signature of Reporting Person	Date
CEP II MANAGING GP HOLDINGS, LTD. By: /s/ Jeremy W. Anderson, Authorized Person	03/12/2014
__Signature of Reporting Person	Date
CEP II MANAGING GP, L.P. By CEP II Managing GP Holdings, Ltd., By TC Group Cayman Investment Holdings Sub L.P., By TC Group Cayman Investment Holdings, L.P., By Carlyle Holdings II L.P., By /s/ Jeremy W. Anderson, attorney-in-fact for Daniel A. D'Aniello	03/12/2014
__Signature of Reporting Person	Date
CARLYLE EUROPE PARTNERS II, L.P., By /s/ Jeremy W. Anderson, attorney-in-fact for Daniel A. D'Aniello, Chairman of Carlyle Holdings II L.P.	03/12/2014
__Signature of Reporting Person	Date
CEP II PARTICIPATIONS S.A.R.L. SICAR, By /s/ Jeremy W. Anderson, attorney-in-fact for Daniel A. D'Aniello, Chairman of Carlyle Holdings II L.P.	03/12/2014
__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) Includes 14,645,924.09 securities attributable to Carlyle Partners IV Cayman, L.P. ("CP IV"), 591,496.67 securities attributable to CP IV Coinvestment Cayman, L.P. ("CP IV Coinvest") and 3,344,797.43 securities attributable to CEP II Participations S.a.r.l. SICAR ("CEP II P"), each through its ownership of securities of Luxco.
- (3) Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P. The general partner of each of CP IV and CP IV Coinvest is TC Group IV Cayman, L.P.,

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whose general partner is CP IV GP, Ltd., which is wholly owned by TC Group Cayman Investment Holdings Sub L.P. CEP II P's sole shareholder is Carlyle Europe Partners II, L.P., whose general partner is CEP II Managing GP, L.P., whose general partner is CEP II Managing GP Holdings, Ltd., whose sole shareholder is TC Group Cayman Investment Holdings Sub L.P.

Remarks:

Due to the limitations of the electronic filing system, Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Ho

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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