

Nielsen Holdings N.V.
 Form 3
 December 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Rao Gnaneshwar B.</p> <p>(Last) (First) (Middle)</p> <p>C/O THOMAS H. LEE PARTNERS, L.P.,Â 100 FEDERAL STREET, 35TH FLOOR</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02110</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/19/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Nielsen Holdings N.V. [NLSN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,065,750 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rao Gnaneshwar B.

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

Â X Â Â Â

Signatures

/s/ Gnaneshwar

12/19/2013

B. Rao

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of the Issuer held through Valcon Acquisition Holding (Luxembourg) S.a.r.l., a private limited company formed under the laws of Luxembourg, by each of Thomas H. Lee (Alternative) Fund VI, L.P. ("Alternative Fund VI"), Thomas H. Lee (Alternative) Parallel Fund VI, L.P. ("Alternative Parallel VI"), Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. ("Alternative DT VI"), THL Equity Fund VI Investors (VNU), L.P., THL Equity Fund VI Investors (VNU) II, L.P., THL Equity Fund VI Investors (VNU) III, L.P., THL Equity Fund VI Investors (VNU) IV, LLC, Thomas H. Lee (Alternative) Fund V, L.P. ("Alternative Fund V"), Thomas H. Lee (Alternative) Parallel Fund V, L.P. ("Alternative Parallel V"), Thomas H. Lee (Alternative) Cayman Fund V, L.P. ("Alternative Cayman V"), THL Coinvestment Partners, L.P., Thomas H. Lee Investors Limited Partnership, Putnam Investments Holdings, LLC, Putnam Investments Employees' Securities Company I LLC,

(2) (continuation of Footnote 1) - Putnam Investments Employees' Securities Company II LLC and Putnam Investments Employees' Securities Company III LLC. Thomas H. Lee Advisors (Alternative) VI, Ltd. ("Advisors VI Ltd.") is the general partner of THL Advisors (Alternative) VI, L.P. ("Advisors VI"), which in turn is the general partner of each of Alternative Fund VI, Alternative Parallel VI, Alternative DT VI, THL Equity Fund VI Investors (VNU), L.P., THL Equity Fund VI Investors (VNU) II, L.P. and THL Equity Fund VI Investors (VNU) III, L.P. and the managing member of THL Equity Fund VI Investors (VNU) IV, LLC. Thomas H. Lee Advisors (Alternative) V Limited LDC ("LDC") is the general partner of THL Advisors (Alternative) V, L.P. ("Advisors V"), which in turn is the general partner of each of Alternative Fund V, Alternative Parallel V, and Alternative Cayman V.

(3) (continuation of Footnote 1) - THL Coinvestment Partners, L.P. and Thomas H. Lee Investors Limited Partnership are affiliates of Thomas H. Lee Partners, L.P. that co-invest alongside Alternative Fund VI and Alternative Fund V. Putnam Investments Holdings, LLC, Putnam Investments Employees' Securities Company I LLC, Putnam Investments Employees' Securities Company II LLC and Putnam Investments Employees' Securities Company III LLC are each contractually obligated to coinvest alongside either Alternative Fund VI or Alternative Fund V and therefore Advisors VI and LDC may be deemed to have shared voting and investment power over the shares held by these entities.

(4) (continuation of Footnote 1) - The reporting person is a managing director of Thomas H. Lee Partners, L.P. By virtue of the relationships described above, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of these entities. The reporting person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(5) The reporting person disclaims beneficial ownership of all such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.