

SCHWARZMAN STEPHEN A
 Form 3/A
 March 28, 2012

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)

1. Name and Address of Reporting Person *

Blackstone Management Associates (Cayman) V L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/25/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

01/25/2011

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 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 | 25,866,424 | I | See footnotes (1) (2) (3) (10) (11) |
| Common Stock | 813,928 | I | See footnotes (1) (2) (4) (10) (11) |
| Common Stock | 167,557 | I | See footnotes (1) (2) (5) (10) (11) |
| Common Stock | 23,947,827 | I | See footnotes (1) (2) (6) (10) (11) |
| Common Stock | 2,051,067 | I | See footnotes (1) (2) (7) (10) (11) |
| Common Stock | 413,945 | I | See footnotes (1) (2) (8) (10) (11) |
| Common Stock | 1,834,613 | I | See footnotes (1) (2) (9) (10) (11) |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone LR Associates (Cayman) V Ltd. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BCP V GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Group L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE | ^ | ^ X | ^ | ^ |

NEW YORK, NY 10154

Blackstone Group Management L.L.C.
 C/O THE BLACKSTONE GROUP
 345 PARK AVENUE
 NEW YORK, NY 10154

^ ^ X ^ ^

SCHWARZMAN STEPHEN A
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

^ ^ X ^ ^

Signatures

BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) V L.P.; By: BCP V GP L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

BLACKSTONE LR ASSOCIATES (CAYMAN) V LTD.; By: /s/ John G. Finley; Title: Director 03/28/2012

__Signature of Reporting Person Date

BCP V GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III L.P.; By: Blackstone Holdings III GP L.P., its general partner; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP L.P.; By: Blackstone Holdings III GP Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

STEPHEN A SCHWARZMAN /s/ Stephen A. Schwarzman 03/28/2012

__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) This amended Form 3 is being filed solely to add additional entities affiliated with the direct holders of the reported securities reported herein as Reporting Persons which may be deemed to indirectly beneficially own the securities reported herein.

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- (2) These shares represent shares of common stock held by Valcon Acquisition Holding (Luxembourg) S.a.r.l., a private limited company incorporated under the laws of Luxembourg ("Luxco").
- (3) The securities are attributable to Blackstone Capital Partners (Cayman) V L.P. ("BCP V") through its ownership of securities of Luxco.
- (4) The securities are attributable to Blackstone Family Investment Partnership (Cayman) V L.P. ("BFIP V") through its ownership of securities of Luxco.
- (5) The securities are attributable to Blackstone Participation Partnership (Cayman) V L.P. ("BPPV") through its ownership of securities of Luxco.
- (6) The securities are attributable to Blackstone Capital Partners (Cayman) V-A, L.P. ("BCP V-A") through its ownership of securities of Luxco.
- (7) The securities are attributable to BCP (Cayman) V-S L.P. ("BCP V-S") through its ownership of securities of Luxco.
- (8) The securities are attributable to BCP V Co-Investors (Cayman) L.P. ("BCPVC") through its ownership of securities of Luxco.
- (9) The securities are attributable to Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("BFIP V-SMD") through its ownership of securities of Luxco.
- Blackstone Management Associates (Cayman) V, L.P. ("BMA") is the general partner of each of BCP V, BCP V-A, BCP V-S and BCPVC. Blackstone LR Associates (Cayman) V Ltd. ("BLRA") and BCP V GP L.L.C. are the general partners of BMA. The general partner of each of BFIPV and BPPV is BCP V GP L.L.C. The general partner of BFIPV-SMD is Blackstone Family GP L.L.C. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. (Continue in footnote 11)
- (10)
- (11) Mr. Schwarzman is director and controlling person of BLRA. Blackstone Family GP L.L.C. is controlled by its founding member, Mr. Schwarzman.

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Remarks:

Due to the limitations of the Securities and Exchange Commission's EDGAR system, Blackstone Capital

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except

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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