

Nielsen Holdings N.V.
Form 3
January 25, 2011

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 KKR VNU Equity Investors, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/25/2011</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 type="checkbox"/> Director <input checked="" 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 type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	9,279,691	I	See footnotes (1) (4) (5)
Common Stock	46,659,123	I	See footnotes (2) (4) (5)
Common Stock	174	I	See footnotes (3) (5)

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)

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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
KKR VNU Equity Investors, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR VNU GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR VNU (Millennium) Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR VNU (Millennium), LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR Millennium Fund (Overseas), Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR Associates Millennium (Overseas) Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR Millennium LTD C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR SP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
	^	^ X	^	^

KKR Fund Holdings L.P.
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

KKR Fund Holdings GP Ltd
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

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Signatures

KKR VNU Equity Investors, L.P. By: /s/ Richard J. Kreider, as authorized signatory (6)	01/25/2011
**Signature of Reporting Person	Date
KKR VNU GP Limited By: /s/ Richard J. Kreider, as authorized signatory (7)	01/25/2011
**Signature of Reporting Person	Date
KKR VNU (Millennium) Limited By: /s/ Richard J. Kreider, as authorized signatory (8)	01/25/2011
**Signature of Reporting Person	Date
KKR VNU (Millennium), L.P. By: /s/ Richard J. Kreider, as authorized signatory (9)	01/25/2011
**Signature of Reporting Person	Date
KKR Millennium Fund (Overseas), L.P. By: /s/ Richard J. Kreider, as authorized signatory (10)	01/25/2011
**Signature of Reporting Person	Date
KKR Associates Millennium (Overseas), Limited Partnership By: /s/ Richard J. Kreider, as authorized signatory (11)	01/25/2011
**Signature of Reporting Person	Date
KKR Millennium Limited By: /s/ Richard J. Kreider, as authorized signatory (12)	01/25/2011
**Signature of Reporting Person	Date
KKR SP Limited By: /s/ Richard J. Kreider, as attorney-in-fact for Johannes P. Huth, Director	01/25/2011
**Signature of Reporting Person	Date
KKR Fund Holdings L.P. By: /s/ Richard J. Kreider, as authorized signatory (13)	01/25/2011
**Signature of Reporting Person	Date
KKR Fund Holdings GP Limited By: /s/ Richard J. Kreider, as authorized signatory (14)	01/25/2011
**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) The securities are held by KKR VNU Equity Investors, L.P. through Valcon Acquisition Holding (Luxembourg) S.a r.l., a private limited company incorporated under the laws of Luxembourg ("Luxco"). KKR VNU Equity Investors, L.P. is controlled by its general partner, KKR VNU GP Limited. KKR VNU GP Limited is wholly-owned by KKR VNU (Millennium) Limited ("KKR VNU Limited").
 - (2) The securities are held by KKR VNU (Millennium), L.P. through Luxco. KKR VNU (Millennium), L.P. is controlled by its general partner, KKR VNU Limited.
 - (3) The securities are held by KKR Millennium Fund (Overseas), L.P. ("Millennium Fund") through Luxco. Millennium Fund is controlled by its general partner, KKR Associates Millennium (Overseas), Limited Partnership.

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- (4) KKR Associates Millennium (Overseas), Limited Partnership holds a majority of the equity interests of KKR VNU Limited.
- KKR Associates Millennium (Overseas), Limited Partnership is controlled by its general partner, KKR Millennium Limited. KKR SP Limited ("KKR SP") is the voting partner of KKR Associates Millennium (Overseas), Limited Partnership. KKR Fund Holdings L.P. ("KKR Fund Holdings") is the sole shareholder of KKR Millennium Limited. KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") is a general partner of KKR Fund Holdings. KKR Group Holdings L.P. ("KKR Group Holdings") is the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings. KKR Group Limited ("KKR Group") is the general partner of KKR Group Holdings. KKR & Co. L.P. ("KKR & Co.") is the sole shareholder of KKR Group. KKR Management LLC is the general partner of KKR & Co. The designated members of KKR Management LLC are Messrs. Henry R. Kravis and George R. Roberts.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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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