

Nielsen N.V.
 Form 424B7
 March 04, 2015
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 Registration No. 333-202190

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Aggregate Offering Price per Unit(2)	Maximum Aggregate Offering Price(2)	
Common Stock, par value 0.07 per share	9,200,000	\$44.775	\$411,930,000.00	\$47,866.27(2)

- (1) Includes 1,200,000 shares of common stock subject to the underwriter's option to purchase additional shares of common stock.
- (2) Estimated solely for purposes of calculating the amount of the registration fee. In accordance with Rule 457(c) and Rule 457(r) of the Securities Act of 1933, as amended, the price shown is the average of the high and low selling prices of the Common Stock on March 2, 2015, as reported on the New York Stock Exchange.

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Prospectus Supplement

(to Prospectus dated February 20, 2015)

8,000,000 Shares

Common Stock

This is an offering of 8,000,000 shares of common stock of Nielsen N.V. by the selling stockholder named in this prospectus supplement, which is an entity affiliated with certain directors of our company. See **Selling Stockholder**. We will not receive any proceeds from the sale of shares of common stock by the selling stockholder.

Our common stock is listed on the New York Stock Exchange under the symbol **NLSN**. On February 27, 2015, the last reported sale price of our common stock on the New York Stock Exchange was \$45.21 per share.

The underwriter has agreed to purchase the shares of common stock from the selling stockholder at a price of \$45.00 per share, which will result in \$360 million of proceeds to the selling stockholder before expenses. The underwriter proposes to offer the common shares from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. See **Underwriting**.

The underwriter has the option for a period of 30 days to purchase up to an additional 1,200,000 shares from the selling stockholder at a price of \$45.00 per share. See **Selling Stockholder**.

Investing in our common stock involves risks. See Risk Factors beginning on page S-5 of this prospectus supplement, beginning on page 2 of the accompanying prospectus, and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (which document is incorporated by reference herein) to read about factors you should consider before making a decision to invest in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the shares of common stock on March 5, 2015.

Citigroup

March 2, 2015

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Prospectus

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You should rely only on information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus. We have not authorized anyone to provide you with any information or to make any representations other than those contained or incorporated by reference herein or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. We are not making an offer to sell nor seeking offers to buy these securities in any jurisdiction where an offer or sale is not permitted. The information contained in this prospectus supplement is current only as of the date of this prospectus supplement regardless of the time of delivery of this prospectus supplement or of any sale of our common stock. Our business, financial condition, results of operation and prospects may have changed since that date.

Nielsen® and our logo are registered trademarks of ours. This prospectus supplement includes other registered and unregistered trademarks of ours. Other products, services and company names mentioned in this prospectus supplement are the service marks/trademarks of their respective owners.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts, a prospectus supplement and an accompanying prospectus dated February 20, 2015. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC, utilizing the SEC's shelf registration process. The prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Generally, when we refer to this document, we are referring to both parts of this document combined. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing in our common stock. The accompanying prospectus gives more general information, some of which may not apply to the shares of common stock offered by this prospectus supplement and the accompanying prospectus. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information contained in this prospectus supplement differs or varies from the information contained in a document we have incorporated by reference, you should rely on the information in the more recent document.

Before you invest in our common stock, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading "Incorporation by Reference."

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the common stock in certain jurisdictions may be restricted by law. We are not making an offer of the common stock in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the common stock. We are not making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, references to "Nielsen," the "Company," "we," "us" and "our" refer to Nielsen N.V., a Dutch public company with limited liability (*naamloze vennootschap*), and its consolidated subsidiaries. On May 6, 2014 our name was changed from Nielsen Holdings N.V. to Nielsen N.V. References to the "IPO" refer to our initial public offering on January 26, 2011 of 82,142,858 shares of our common stock, including shares issued to the underwriters of the IPO pursuant to their election to exercise in full their option to purchase additional shares. References to the "selling stockholder" refer to the selling stockholder listed in the table under the caption "Selling Stockholder" in this prospectus supplement. References to our "2014 Annual Report" refer to our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which is incorporated by reference in this prospectus supplement.

Unless indicated otherwise, the information included in this prospectus supplement assumes no exercise by the underwriter of its option to purchase additional shares of common stock from the selling stockholder.

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PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights selected information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. It does not contain all of the information that you should consider before investing in shares of our common stock. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the factors described or referred to under the heading *Risk Factors* herein and in our 2014 Annual Report, as well as the financial statements and related notes and other information incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.*

Our Company

We are a leading global performance management company. The Company provides to clients a comprehensive understanding of what consumers watch and what they buy and how those choices intersect. We deliver critical media and marketing information, analytics and manufacturer and retailer expertise about what and where consumers buy (referred to herein as *Buy*) and what consumers read, watch and listen to (consumer interaction across the television, radio, online and mobile viewing and listening platforms referred to herein as *Watch*) on a local and global basis. Our information, insights and solutions help our clients maintain and strengthen their market positions and identify opportunities for profitable growth. We have a presence in more than 100 countries and our services cover more than 90 percent of the globe's GDP and population. We have significant investments in resources and associates all over the world, including in many emerging markets, and hold leading market positions in many of our services and geographies. Based on the strength of the Nielsen brand, our scale and the breadth and depth of our solutions, we believe we are the global leader in measuring and analyzing consumer behavior in the segments in which we operate.

We help our clients enhance their interactions with consumers and make critical business decisions that we believe positively affect their sales and profitability. Our data and analytics solutions, which have been developed through substantial investment over many decades, are deeply embedded into our clients' workflow. Our long-term client relationships are made up largely of multi-year contracts and high contract renewal rates. The average length of relationship with our top ten clients, which include The Coca-Cola Company, NBC Universal, Nestle S.A., The Procter & Gamble Company, Twenty-First Century Fox Inc. and the Unilever Group, is more than 30 years. Typically, before the start of each year, more than 70% of our annual revenue has been committed under contracts in our combined Buy and Watch segments.

We are a Dutch public company with limited liability (*naamloze vennootschap*), incorporated under the laws of the Netherlands on May 17, 2006. Our registered office is located at Diemerhof 2, 1112 XL Diemen, the Netherlands and it is registered at the Commercial Register for Amsterdam under file number 34248449. The phone number of Nielsen in the Netherlands is +31 20 398 8777. Our headquarters are located in New York, New York and the phone number is (800) 864-1224. We maintain a website at www.nielsen.com where general information about our business is available. The information contained on, or accessible from, our website is not a part of this document. Our common stock is listed on the NYSE under the symbol *NLSN*.

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We were formerly Nielsen Holdings B.V., a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), incorporated under the laws of the Netherlands on May 17, 2006. Nielsen Company B.V. and its subsidiaries were purchased on May 24, 2006 by a consortium of private equity firms (AlpInvest Partners, The Blackstone Group, The Carlyle Group, Hellman & Friedman, Kohlberg Kravis Roberts & Co. and Thomas H. Lee Partners), who we collectively refer to in this prospectus supplement as the Sponsors. Investment funds associated with or designated by the Sponsors own shares of Nielsen N.V. indirectly through their holdings in Valcon Acquisition Holding (Luxembourg) S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg having its registered office at 59 Rue de Rollingergrund, L-2440 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B115926 (Luxco). On January 21, 2011, Nielsen Holdings B.V. was converted into a Dutch public company with limited liability (*naamloze vennootschap*), and our name was changed to Nielsen Holdings N.V. On January 31, 2011, we completed the initial public offering of shares of our common stock. On May 6, 2014 our name was changed to Nielsen N.V.

Table of Contents**The Offering**

The following summary of the offering contains basic information about the offering and the common stock and is not intended to be complete. It does not contain all the information that may be important to you. For a more complete understanding of the common stock, please refer to the section of the accompanying prospectus entitled "Description of Capital Stock."

Common stock offered by the selling stockholder	8,000,000 shares.
Shares of common stock outstanding as of February 18, 2015	370,690,381 shares.
Use of proceeds	We will not receive any proceeds from this sale of shares by the selling stockholder.
Underwriter's option	The selling stockholder has granted the underwriter a 30-day option to purchase up to 1,200,000 additional shares at a price of \$45.00 per share. See "Selling Stockholder."
Dividend policy	On January 31, 2013, our board of directors determined that we would endeavor to pay cash dividends on our common stock quarterly commencing in the first calendar quarter of 2013, subject to certain considerations. We declared cash dividends of \$0.16 per share on the outstanding shares of our common stock that were paid on March 20, 2013 and June 19, 2013, declared cash dividends of \$0.20 per share on the outstanding shares of our common stock that were paid on September 11, 2013, December 9, 2013 and March 20, 2014 and declared cash dividends of \$0.25 per share on the outstanding shares of our common stock that were paid on June 19, 2014, September 11, 2014 and December 9, 2014. On February 19, 2015, our board of directors declared a cash dividend of \$0.25 per share on the outstanding shares of our common stock, which will be payable on March 19, 2015 to stockholders of record at the close of business on March 5, 2015 ("March 2015 Dividend"). Any stockholders that receive shares upon settlement after the record date for the March 2015 Dividend will not be entitled to receive the March 2015 Dividend for such shares. See "Dividend Policy."
Risk factors	You should carefully read and consider the information set forth under "Risk Factors" beginning on page S-5 in this prospectus supplement, beginning on page 2 in the accompanying prospectus and in the documents incorporated by reference herein, including our 2014 Annual Report, before investing in our common stock.
New York Stock Exchange symbol	NLSN

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Unless we indicate otherwise or the context otherwise requires, all information in this prospectus supplement:

assumes no exercise of the underwriter's option to purchase additional shares of common stock from the selling stockholder; and

does not reflect (1) 14,527,460 shares of our common stock issuable upon the exercise of outstanding stock options held by our directors, officers and employees at a weighted average exercise price of \$28.80 per share as of December 31, 2014, 7,199,834 of which were then exercisable and (2) 11,146,516 shares of our common stock reserved for future grants of equity-based awards under our stock incentive plans.

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RISK FACTORS

An investment in our common stock involves risk. Before investing in our common stock, you should carefully consider the risks described below as well as other factors and information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors set forth in our 2014 Annual Report and our financial statements and related notes, all of which are incorporated by reference into this prospectus supplement and the accompanying prospectus. Any such risks could materially and adversely affect our business, financial condition, results of operations or liquidity. However, the selected risks described below and in our 2014 Annual Report are not the only risks facing us. Our business, financial condition, results of operations or liquidity could also be adversely affected by additional factors that apply to all companies generally, as well as other risks that are not currently known to us or that we currently view to be immaterial. While we attempt to mitigate known risks to the extent we believe to be practicable and reasonable, we can provide no assurance, and we make no representation, that our mitigation efforts will be successful. In such a case, the trading price of the common stock could decline and you may lose all or part of your investment in our company.

Our stock price may change significantly following the offering, and you could lose all or part of your investment as a result.

You may not be able to resell your shares at or above the offering price due to a number of factors such as those listed in Risk Factors in our 2014 Annual Report and the following, some of which are beyond our control:

quarterly variations in our results of operations;

results of operations that vary from the expectations of securities analysts and investors;

results of operations that vary from those of our competitors;

changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;

announcements by us, our competitors or our vendors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments;

announcements by third parties of significant claims or proceedings against us;

future sales and anticipated future sales of our common stock; and

general domestic and international economic conditions.

Furthermore, the stock market has experienced extreme volatility that, in some cases, has been unrelated or disproportionate to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance.

In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation.

The availability of shares for sale in the future could reduce the market price of our common stock.

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In the future, we may issue securities to raise cash for acquisitions. We may also acquire interests in other companies by using a combination of cash and our common stock or just our common stock. We may also issue preferred stock or additional securities convertible into our common stock or preferred stock. Any of these events may dilute your ownership interest in our Company and have an adverse effect on the price of our common stock.

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In addition, sales of a substantial amount of our common stock in the public market, or the perception that these sales may occur, could reduce the market price of our common stock. This could also impair our ability to raise additional capital through the sale of our securities.

Although we adopted a policy to endeavor to pay cash dividends on our common stock quarterly commencing in the first calendar quarter of 2013, such decision to declare and pay dividends is subject to certain considerations, thus you may not receive any return on investment unless you sell your common stock for a price greater than that which you paid for it.

On January 31, 2013, our board of directors determined that we would endeavor to pay cash dividends on our common stock quarterly commencing in the first calendar quarter of 2013, subject to certain considerations. We declared cash dividends of \$0.16 per share on the outstanding shares of our common stock that were paid on March 20, 2013 and June 19, 2013, declared cash dividends of \$0.20 per share on the outstanding shares of our common stock that were paid on September 11, 2013, December 9, 2013 and March 20, 2014 and declared cash dividends of \$0.25 per share on the outstanding shares of our common stock that were paid on June 19, 2014, September 11, 2014 and December 9, 2014. On February 19, 2015, our board of directors declared a cash dividend of \$0.25 per share on the outstanding shares of our common stock, which will be payable on March 19, 2015 to stockholders of record at the close of business on March 5, 2015. Any stockholders that receive shares upon settlement after the record date for the March 2015 Dividend will not be entitled to receive the March 2015 Dividend for such shares. See Dividend Policy. Any decision to declare and pay dividends in the future to the holders of our common stock will be made at the discretion of our board of directors, and the recommendation of the board will depend on, among other things, our results of operations, financial condition, cash requirements, contractual and legal restrictions and other factors that our board of directors may deem relevant. In addition, our ability to pay dividends may be limited by covenants of any existing and future outstanding indebtedness we or our subsidiaries incur, including our senior secured credit facilities and the indentures governing our notes. As a result, you may not receive any return on an investment in our common stock unless you sell our common stock for a price greater than that which you paid for it. Any dividend actually declared and paid may also be subject to a Dutch withholding tax, currently at a rate of 15 percent.

United States civil liabilities may not be enforceable against us.

We are incorporated under the laws of the Netherlands and substantial portions of our assets are located outside of the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such other persons residing outside the United States, or to enforce outside the United States judgments obtained against such persons in U.S. courts in any action, including actions predicated upon the civil liability provisions of the U.S. federal securities laws. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the U.S. federal securities laws.

There is no treaty between the United States and the Netherlands for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the U.S. federal securities laws, would not be enforceable in the Netherlands unless the underlying claim is re-litigated before a Dutch court. Under current practice however, a Dutch court will generally grant the same judgment without a review of the merits of the underlying claim if (i) that judgment resulted from legal proceedings compatible with Dutch notions of due process, (ii) that judgment does not contravene public policy of the Netherlands and (iii) the jurisdiction of the United States federal or state court has been based on internationally accepted principles of private international law.

Based on the foregoing, it may not be possible for U.S. investors to enforce against us any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

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Dutch courts may refuse to enforce contracts governed by foreign law or which require performance in a foreign jurisdiction if such other laws do not comply with certain mandatory rules under Dutch law. Under the rules of Dutch private international law (and those of the EC Regulation on the Law Applicable to Contractual Obligations (Rome I) of June 17, 2008, or the Rome I Regulation), in applying the laws of another jurisdiction, the Dutch courts may (i) give effect to certain mandatory rules under Dutch law irrespective of the law otherwise applicable thereto, (ii) give effect to certain mandatory rules of the law of the country where any of the obligations arising out of an agreement have to be or have been performed, insofar as those rules render the performance of the agreement unlawful and (iii) refuse the application of a term or condition of an agreement or a rule of foreign law applicable thereto under the Rome I Regulation, if that application is manifestly incompatible with Dutch public policy. Furthermore, Dutch courts, when considering the manner of performance and the steps to be taken in the event of defective performance in respect of an agreement, will consider the law of the country in which performance takes place. In addition, there is doubt as to whether a Dutch court would impose civil liability on us in an original action predicated solely upon the U.S. federal securities or other laws brought in a court of competent jurisdiction in the Netherlands against us.

We are a Dutch public company with limited liability, which may grant different rights to our stockholders than the rights granted to stockholders of companies organized in the United States.

The rights of our stockholders may be different from the rights of stockholders governed by the laws of U.S. jurisdictions. We are a Dutch public company with limited liability (*naamloze vennootschap*). Our corporate affairs are governed by our articles of association and by the laws governing companies incorporated in the Netherlands. The rights of stockholders and the responsibilities of members of our board of directors may be different from the rights and obligations of stockholders in companies governed by the laws of U.S. jurisdictions. In the performance of its duties, our board of directors is required by Dutch law to consider the interests of our Company, its stockholders, its employees and other stakeholders, in all cases with due observation of the principles of reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, your interests as a stockholder. See Description of Capital Stock Corporate Governance in the accompanying prospectus.

In addition, the rights of holders of common stock are governed by Dutch law and our articles of association and differ from the rights of stockholders under U.S. law. Although stockholders have the right to approve mergers and consolidations, Dutch law does not grant appraisal rights to the Company's stockholders who wish to challenge the consideration to be paid upon a merger or consolidation of the Company. Also, generally only a company can bring a civil action against a third party against whom such company alleges wrongdoing, including the directors and officers of such company. A stockholder will have an individual right of action against such a third party only if the tortious act also constitutes a tortious act directly against such stockholder. The Dutch Civil Code provides for the possibility to initiate such actions collectively. A foundation or an association whose objective is to protect the rights of a group of persons having similar interests may institute a collective action. The collective action cannot result in an order for payment of monetary damages but may result in a declaratory judgment. The foundation or association and the defendant are permitted to reach (often on the basis of such declaratory judgment) a settlement which provides for monetary compensation for damages. The Dutch Enterprise Chamber may declare the settlement agreement binding upon all the injured parties with an opt-out choice for an individual injured party. An individual injured party, within the period set by the Dutch Enterprise Chamber, may also individually institute a civil claim for damages if such injured party is not bound by a collective agreement. See Description of Capital Stock in the accompanying prospectus.

The non-executive directors supervise the executive directors and our general affairs and provide general advice to the executive directors. Each director owes a duty to the Company to properly perform the duties assigned to him and to act in the corporate interest of the Company. Under Dutch law, the corporate interest extends to the interests of all corporate stakeholders, such as stockholders, creditors, employees, customers and suppliers. Any board resolution regarding a significant change in the identity or character of the Company requires stockholders' approval.

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The provisions of Dutch corporate law and our articles of association have the effect of concentrating control over certain corporate decisions and transactions in the hands of our board. As a result, holders of our shares may have more difficulty in protecting their interests in the face of actions by members of the board of directors than if we were incorporated in the United States.

Our articles of association and Dutch corporate law contain provisions that may discourage a takeover attempt.

Provisions contained in our articles of association and the laws of the Netherlands could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. Provisions of our articles of association impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions.

For example, our shares and rights to subscribe for our shares may only be issued pursuant to (i) a resolution of the general meeting of stockholders at the proposal of the board of directors or (ii) a resolution of the board of directors, if by a resolution of the general meeting the board of directors has been authorized thereto for a specific period not exceeding five years. The board of directors is empowered for a period of five years expiring May 8, 2017 to issue cumulative preferred shares and shares of common stock.

Further, our articles of association empower our board of directors to restrict or exclude pre-emptive rights on shares for a period of five years. Accordingly, an issue of new shares to a third party may make it more difficult for others to obtain control over the general meeting of stockholders.

Dutch insolvency laws to which we are subject may not be as favorable to you as U.S. or other insolvency laws.

As a company incorporated under the laws of the Netherlands with its registered offices in the Netherlands, subject to applicable EU insolvency regulations, any insolvency proceedings in relation to us may be based on Dutch insolvency law. Dutch insolvency proceedings differ significantly from insolvency proceedings in the United States and may make it more difficult for stockholders to recover the amount they may normally expect to recover in a liquidation or bankruptcy proceeding in the United States.

If we, the Sponsors or other significant shareholders sell a large number of shares of our common stock, the market price of our common stock could decline.

The market price of our common stock could decline as a result of sales of a large number of shares of common stock in the market or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to issue equity securities in the future at a time and at a price that we deem appropriate. As of February 18, 2015, we had 370,690,381 shares of common stock outstanding, of which approximately 87.55% were freely tradable on the NYSE. After giving effect to this offering, approximately 89.71% of our shares of common stock outstanding would be freely tradable on the New York Stock Exchange (or approximately 90.04% if the underwriter exercises its option to purchase additional shares in full).

In connection with this offering, we and the selling stockholder have agreed, subject to certain exceptions (some of which are described below), not to sell, dispose of or hedge any of our common stock, during the period ending 30 days after the date of this prospectus supplement, except with the prior written consent of the underwriter. Pursuant to this agreement, we may issue shares of common stock for the benefit of our employees, directors and officers upon the exercise of options granted under benefit plans described in this prospectus supplement. Furthermore, we may issue our common stock in connection with the acquisition of, or joint venture with, another entity so long as the aggregate number of shares issued, considered individually and together with all acquisitions or joint ventures announced during the 30-day restricted period, shall not exceed 10.0% of our common stock issued and outstanding as of the date of such acquisition and/or joint venture agreement. See Underwriting.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as anticipate, expect, plan, could, may, will, believe, estimate, forecast, project and other words of similar meaning. These forward-looking statements are not guarantees of future performance, events or results and involve potential risks and uncertainties. These forward-looking statements are based on our current plans and expectations and are subject to a number of known and unknown uncertainties and risks, many of which are beyond our control, which could significantly affect current plans and expectations and our future financial position and results of operations. These factors include, but are not limited to:

the timing and scope of technological advances;

management of ongoing organizational changes;

consolidation in our customers' industries that may reduce the aggregate demand for our services and put pricing pressure on us;

customer procurement strategies that could put additional pricing pressure on us;

general economic conditions, including the effects of the current economic environment on advertising spending levels, the costs of, and demand for, consumer packaged goods, media, entertainment and technology products and any interest rate or exchange rate fluctuations;

goodwill and other intangible asset impairments;

our substantial indebtedness;

certain covenants in our debt documents and our ability to comply with such covenants;

regulatory review by governmental agencies that oversee information gathering and changes in data protection laws;

the ability to maintain the confidentiality of our proprietary information gathering processes and intellectual property;

intellectual property infringement claims by third parties;

risks to which our international operations are exposed, including local political and economic conditions, the effects of foreign currency fluctuations and the ability to comply with local laws and the ability to comply with applicable anti-bribery and economic sanctions laws;

criticism of our audience measurement services;

the ability to attract and retain customers, key personnel and sample participants;

the effect of disruptions to our information processing systems;

the effect of disruptions in the mail, telecommunication infrastructure and/or air services;

the impact of tax planning initiatives and resolution of audits of prior tax years;

future litigation or government investigations;

the impact of competition;

the financial statement impact of changes in generally accepted accounting principles; and

the ability to successfully integrate our Company with acquired entities in accordance with our strategy.

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We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus supplement may not in fact occur or may prove to be materially different from the expectations expressed or implied by these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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We will not receive any proceeds from this sale of shares by the selling stockholder.

PRICE RANGE OF COMMON STOCK

Our common stock is listed on the NYSE and is traded under the symbol NLSN. There was no established public trading market for our common stock before our IPO on January 26, 2011. At the close of business on February 1, 2015, there were 29 holders of record of our shares of common stock. The last reported price of our common stock on the NYSE on February 27, 2015 was \$45.21 per share.

The following table sets forth for the periods indicated the high and low reported sale prices per share for the common stock, as reported on the NYSE:

	High	Low
2011		
First Quarter (from January 26, 2011)	\$ 28.15	\$ 24.75
Second Quarter	\$ 33.00	\$ 26.88
Third Quarter	\$ 31.83	\$ 24.67
Fourth Quarter	\$ 31.45	\$ 24.38
2012		
First Quarter	\$ 31.10	\$ 26.57
Second Quarter	\$ 30.35	\$ 25.14
Third Quarter	\$ 30.50	\$ 25.02
Fourth Quarter	\$ 32.07	\$ 27.30
2013		
First Quarter	\$ 35.84	\$ 30.69
Second Quarter	\$ 37.09	\$ 33.13
Third Quarter	\$ 37.30	\$ 32.40
Fourth Quarter	\$ 46.20	\$ 35.86
2014		
First Quarter	\$ 47.45	\$ 40.88
Second Quarter	\$ 48.67	\$ 42.54
Third Quarter	\$ 49.61	\$ 43.89
Fourth Quarter	\$ 45.89	\$ 40.56
2015		
First Quarter (through February 27, 2015)	\$ 46.71	\$ 41.92

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DIVIDEND POLICY

On January 31, 2013, our board of directors determined that we would endeavor to pay cash dividends on our common stock quarterly commencing in the first calendar quarter of 2013, subject to certain considerations. We declared cash dividends of \$0.16 per share on the outstanding shares of our common stock that were paid on March 20, 2013 and June 19, 2013, declared cash dividends of \$0.20 per share on the outstanding shares of our common stock that were paid on September 11, 2013, December 9, 2013 and March 20, 2014 and declared cash dividends of \$0.25 per share on the outstanding shares of our common stock that were paid on June 19, 2014, September 11, 2014 and December 9, 2014. On February 19, 2015, our board of directors declared a cash dividend of \$0.25 per share on the outstanding shares of our common stock, which will be payable on March 19, 2015 to stockholders of record at the close of business on March 5, 2015. Any stockholders that receive shares upon settlement after the record date for the March 2015 Dividend will not be entitled to receive the March 2015 Dividend for such shares. See Dividend Policy. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant. In addition, our ability to pay dividends is limited by covenants in our senior secured credit facilities and in the indentures governing our notes. See Liquidity and Capital Resources in the Management's Discussion and Analysis of Financial Condition and Results of Operations section of our 2014 Annual Report that is incorporated by reference into this prospectus supplement for a description of restrictions on our ability to pay dividends.

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The following table sets forth our cash and cash equivalents and capitalization as of December 31, 2014 both (i) on an actual basis and (ii) on an as adjusted basis to give effect to the offering of \$750 million 5.000% Senior Notes due 2022 issued on February 25, 2015 and the application of proceeds from that offering. The table should be read in conjunction with, and is qualified in its entirety by reference to, Prospectus Supplement Summary Summary Historical Financial and Other Data, Selected Historical Financial and Other Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, and our consolidated financial statements and the related notes included in our 2014 Annual Report incorporated by reference in this prospectus supplement.

	December 31, 2014	
	Actual	As Adjusted
<u>(In millions except share amounts)</u>		
Cash and cash equivalents (1)	\$ 273	\$ 752
Long-term obligations:		
Senior Secured term loans due 2017	497	497
Senior Secured term loans due 2019	1,542	1,542
Senior Secured term loan due 2021 (2)	1,439	1,439
Revolving credit facility (3)	280	
4.500% Senior Notes due 2020	800	800
5.500% Senior Notes due 2021	625	625
5.000% Senior Notes due 2022 (4)	1,553	2,309
Other long-term debt	8	8
Capital lease obligations		