

Nielsen Holdings N.V.
Form 4
November 29, 2013

FORM 4

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

OMB APPROVAL

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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, 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)
11/26/2013

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/26/2013 | | S | 6,104,832.45 (1) D \$ 39.09 (2) | 24,687,721.15 (1) (3) | I | See footnotes (4) |

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

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SEC 1474 (9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CP IV GP, Ltd. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| TC Group IV Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| Carlyle Partners IV Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| CP IV Coinvestment Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| CEP II Managing GP Holdings, Ltd. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| CEP II Managing GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| CARLYLE EUROPE PARTNERS II LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S | | X | | |

WASHINGTON, DC 20004

CEP II Participations SARL SICAR
C/O THE CARLYLE GROUP
2, AVENUE CHARLES DE GAULLE
LUXEMBOURG L-1653

X

Signatures

| | |
|--|------------|
| CP IV GP, LTD. By: /s/ Jeremy W. Anderson, attorney-in-fact | 11/27/2013 |
| __Signature of Reporting Person | Date |
| TC GROUP IV CAYMAN, L.P. By: /s/ Jeremy W. Anderson, Authorized Person | 11/27/2013 |
| __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 | 11/27/2013 |
| __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 | 11/27/2013 |
| __Signature of Reporting Person | Date |
| CEP II MANAGING GP HOLDINGS, LTD. By: /s/ Jeremy W. Anderson, Authorized Person | 11/27/2013 |
| __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 | 11/27/2013 |
| __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. | 11/27/2013 |
| __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. | 11/27/2013 |
| __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) This amount represents the \$39.30 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$ 0.21 per share.
Includes 19,458,085.25 securities attributable to Carlyle Partners IV Cayman, L.P. ("CP IV"), 785,844.61 securities attributable to CP IV Coinvestment Cayman, L.P. ("CP IV Coinvest") and 4,443,791.28 securities attributable to CEP II Participations S.a r.l. SICAR ("CEP II P"), each through its ownership of securities of Luxco.
 - (3)

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- 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., 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 Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. are filing a separate Form 4.

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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