

Nielsen CO B.V.
Form 8-K
February 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 7, 2013

Nielsen Holdings N.V.
The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

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	001-35042	98-0662038
The Netherlands (State or other jurisdiction	333-142546-29 (Commission	98-0366864 (IRS Employer
of incorporation)	File Number)	Identification No.)

		Diemerhof 2
770 Broadway		1112 XL Diemen
New York, New York 10003		The Netherlands
(646) 654-5000		+31 20 398 8777
	(Address of principal executive offices)	

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On February 7, 2013, The Nielsen Company (US), LLC (Nielsen), a subsidiary of the registrants, amended its Amended and Restated Master Services Agreement (the Agreement), dated as of October 1, 2007 with Tata America International Corporation and Tata Consultancy Services Limited (jointly, TCS). The term of the Agreement has been extended for an additional three years, so as to expire on December 31, 2020, with a one-year renewal option granted to Nielsen. Nielsen has increased its commitment to purchase services from TCS (the Minimum Commitment) from \$1.0 billion to \$2.5 billion over the life of the contract (from October 1, 2007), including a commitment to purchase at least \$100 million in services per year (the Annual Commitment). TCS charges under the separate Global Infrastructure Services Agreement between the parties will be credited against the Minimum Commitment and the Annual Commitment. TCS will globally provide Nielsen with professional services relating to information technology (including application development and maintenance), business process outsourcing, client service knowledge process outsourcing, management sciences, analytics, and financial planning and analytics. As Nielsen orders specific services under the Agreement, the parties will execute Statements Of Work (SOWs) describing the specific scope of the services to be performed by TCS. The amount of the Minimum Commitment and the Annual Commitment may be reduced on the occurrence of certain events, some of which also provide Nielsen with the right to terminate the Agreement or SOWs, as applicable.

Forward-looking Statements

This report includes information that could constitute forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as will, may, expect, should, could, shall and similar expressions. These statements are subject to risks and uncertainties, and actual results and events could differ materially from what presently is expected. Factors leading thereto may include without limitations general economic conditions, conditions in the markets the registrants are engaged in, behavior of customers, suppliers and competitors, technological developments, as well as legal and regulatory rules affecting the registrants' business and specific risk factors discussed in the public filings made by the registrants (including the registrants' filings with the Securities and Exchange Commission). This list of factors is not intended to be exhaustive. Such forward-looking statements only speak as of the date of this report, and the registrants assume no obligation to update any written or oral forward-looking statement made by them or on their behalf as a result of new information, future events or other factors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 11, 2013

NIELSEN HOLDINGS N.V.

THE NIELSEN COMPANY B.V.

By: /s/ James W. Cuminale
Name: **James W. Cuminale**
Title: **Chief Legal Officer**