

Nielsen Holdings N.V.
Form 8-K
March 31, 2014

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): March 28, 2014

Nielsen Holdings N.V.

The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

| | | |
|--------------------------------------|----------------------|-----------------------|
| | 001-35042 | 98-0662038 |
| The Netherlands | 333-142546-29 | 98-0366864 |
| (State or other jurisdiction) | (Commission) | (IRS Employer) |

| of incorporation) | File Number) | Identification No.) |
|---|---------------------|----------------------------|
| | | Diemerhof 2 |
| 85 Broad Street | | 1112 XL Diemen |
| New York, New York 10004 | | 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 7.01 Regulation FD Disclosure

On March 28, 2014, Nielsen Holdings N.V. (the Company), parent company of The Nielsen Company B.V., announced that its indirect wholly-owned subsidiaries, Nielsen Finance LLC and Nielsen Finance Co., proposed to offer, through a private placement, \$750,000,000 aggregate principal amount of senior notes due 2022, subject to market and other conditions. The full text of the press release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

On March 28, 2014, the Company issued a press release announcing the pricing of the private placement of \$750,000,000 aggregate principal amount of senior notes due 2022. The full text of the press release is furnished herewith as Exhibit 99.2, and is incorporated herein by reference.

The registrant is furnishing the information in this Current Report on Form 8-K and in Exhibits 99.1 and 99.2 to comply with Regulation FD. Such information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits (furnished solely for purposes of Item 7.01 of this Form 8-K).
Exhibit 99.1 Press Release, dated March 28, 2014.

Exhibit 99.2 Press Release, dated March 28, 2014.

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: March 28, 2014

NIELSEN HOLDINGS N.V.

THE NIELSEN COMPANY B.V.

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