

Nielsen Holdings plc  
Form DEFA14A  
April 06, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

(Amendment No.    )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Nielsen Holdings plc**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

## Edgar Filing: Nielsen Holdings plc - Form DEFA14A

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 23, 2017.**

**NIELSEN HOLDINGS PLC**

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 24, 2017

**Date:** May 23, 2017 **Time:** 9:00 AM Eastern Time

**Location:** Meeting live via the Internet-please visit  
[nielsen.onlineshareholdermeeting.com](http://nielsen.onlineshareholdermeeting.com)

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet, please visit [nielsen.onlineshareholdermeeting.com](http://nielsen.onlineshareholdermeeting.com) and be sure to have the information that is printed in the box marked by the arrow (located on the following page).

*NIELSEN HOLDINGS PLC*


*40 DANBURY ROAD*

*WILTON, CT 06897-4445*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You will not receive a paper or e-mail copy of the proxy materials unless you request one. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper or e-mail copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.



**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## Before You Vote

### How to Access the Proxy Materials

#### **Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      US ANNUAL REPORT      UK ANNUAL REPORT

#### **How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### **How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of the above proxy materials or proxy materials for future shareholder meetings, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*:      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*:      1-800-579-1639
- 3) *BY E-MAIL\**:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 9, 2017 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

#### **Vote By Internet:**

*Before The Meeting:*

Go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

*During The Meeting:*

Go to [nielsen.onlineshareholdermeeting.com](http://nielsen.onlineshareholdermeeting.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card.

**Voting Items**

**Our Board of Directors recommends that you vote FOR each director nominee listed in Proposal 1 in the proxy statement, FOR each of the Proposals 2, 3, 4, 5 and 7 and vote ONE YEAR for Proposal 6.**

1. To elect the Directors listed below:
  - 1a. James A. Attwood, Jr.
  - 1b. Mitch Barns
  - 1c. Karen M. Hoguet
  - 1d. James M. Kilts
  - 1e. Harish Manwani
  - 1f. Robert Pozen
  - 1g. David Rawlinson
  - 1h. Javier G. Teruel

1i. Lauren Zalaznick

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2017.
3. To reappoint Ernst & Young LLP as our UK statutory auditor to audit our UK statutory annual accounts for the year ending December 31, 2017.
4. To authorize the Audit Committee to determine the compensation of our UK statutory auditor.
5. To approve on a non-binding, advisory basis the compensation of our named executive officers as disclosed in the proxy statement pursuant to the rules of the U.S. Securities and Exchange Commission.
6. To determine on a non-binding, advisory basis whether a shareholder vote to approve the compensation of our named executive officers should occur every 1, 2 or 3 years.
7. To approve on a non-binding, advisory basis the Directors' Compensation Report for the year ended December 31, 2016.



