

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 *
KILTS JAMES M

2. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CENTERVIEW CAPITAL HOLDINGS LLC, 31 WEST 52ND STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)			
				Code	V	Amount	Price			
						(1)	(2)			
Common Stock	11/26/2013		S			285,510	\$ 39.09	1,154,592	I	See footnotes (1) (3) (4)
Common Stock	11/26/2013		S			13,852	\$ 39.09	56,016	I	See footnotes (1) (3) (5)
Common Stock	11/26/2013		S			74,840	\$ 39.09	302,652	I	See footnotes (1) (3) (6)

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

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- (4) The securities are attributable to Centerview Capital, L.P. through its ownership of securities of Luxco.
- (5) The securities are attributable to Centerview Employees, L.P. through its ownership of securities of Luxco.
- (6) The securities are attributable to Centerview VNU LLC through its ownership of securities of Luxco.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.