

Hasker Stephen
Form 3
March 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Hasker Stephen

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS
N.V.,Â 770 BROADWAY

(Street)

NEW YORK,Â NYÂ 10003

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/26/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Pres. - Nielsen Global Product

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

42,000 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â (2)	12/21/2019	Common Stock	23,438	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (2)	12/21/2019	Common Stock	3,906	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (3)	12/21/2019	Common Stock	23,437	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (3)	12/21/2019	Common Stock	3,906	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (4)	12/21/2019	Common Stock	46,875	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (4)	12/21/2019	Common Stock	23,438	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (5)	05/11/2018	Common Stock	75,000	\$ 30.19	D	Â
Options to purchase common stock (right to buy)	Â (6)	07/26/2019	Common Stock	80,000	\$ 27.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hasker Stephen C/O NIELSEN HOLDINGS N.V. 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â Pres. - Nielsen Global Product	Â

Signatures

/s/ Harris Black, Authorized
Signatory

03/07/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 15,000 restricted stock units which vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.
- (2) These options to purchase shares of common stock vest on December 31, 2013.
- (3) These options to purchase shares of common stock vest on December 31, 2014.
- (4) These options to purchase shares of common stock are currently vested and are exercisable.
- (5) These options to purchase shares of common stock vest in four equal annual installments on May 11, 2012, 2013, 2014 and 2015.
- (6) These options to purchase shares of common stock vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.

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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