Nielsen Holdings plc Form 4 October 30, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.

See Instruction

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

(Middle)

(Print or Type Responses)

1(b).

(Last)

STREET

1. Name and Address of Reporting Person <u>*</u> LEWIS JOHN JASPER

(First)

(Street)

C/O NIELSEN N.V., 85 BROAD

2. Issuer Name **and** Ticker or Trading Symbol

Issuer

Nielsen Holdings plc [NLSN]

3. Date of Earliest Transaction

(Month/Day/Year) 10/28/2015 (Check all applicable)

5. Relationship of Reporting Person(s) to

__X_ Officer (give title ___ Other (specify below)

Global President

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

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

D

NEW YORK, NY 10004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities For Beneficially (I Owned Ir Following (I Reported)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

(A) Transaction(s)
or (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

Common 10/28/2015

A 9,824 A 0 151,258.12

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 48.35	10/28/2015		A	58,498	<u>(2)</u>	10/28/2022	Common Stock	58,498

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

LEWIS JOHN JASPER C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004

Global President

Signatures

/s/ Harris Black, Authorized Signatory

10/30/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Represents restricted stock units of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (October 28, 2015).
- (2) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (October 28, 2015).

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.

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