Nielsen Holdings plc Form 4 October 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ZALAZNICK LAUREN Issuer Symbol Nielsen Holdings plc [NLSN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify C/O NIELSEN HOLDINGS PLC, 85 09/30/2016 below) **BROAD STREET**

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

___ Form filed by More than One Reporting

Person

NEW YORK, NY 10004

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of 3. 6. Transaction(A) or Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) (D) Code V Amount Price Common 373.34 09/30/2016 $A^{(1)}$ 3,843.274 D (1) Stock 53.57

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

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SEC 1474

(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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Secur	ities	(Instr. 5)	Bene
	Derivative							(Instr. 3 and 4)			Own
	Security			Acquired							Follo
					(A) or						Repo
					Disposed						Trans
				of (D) (Instr. 3, 4, and 5)							(Instr
									A 4		
									Amount		
						Date Exercisable	Expiration Date	or Title Number of			
				C 1 17	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZALAZNICK LAUREN

C/O NIELSEN HOLDINGS PLC
85 BROAD STREET

NEW YORK, NY 10004

Signatures

/s/ Harris Black, authorized signatory

10/03/2016

**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).

Represents deferred stock units issued to the Reporting Person at the closing trading price as of September 30, 2016 in lieu of cash compensation pursuant to the terms of the Directors Deferred Compensation Plan (the "Plan"). Each deferred stock unit represents one share of Nielsen common stock and is fully vested. The shares subject to the units will be issued to the Reporting Person at a future date in accordance with the terms of the Plan, and the Reporting Person's plan election.

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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