

Nielsen N.V.
Form 4
December 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Thomas H. Lee Advisors
(Alternative) VI, Ltd.

(Last) (First) (Middle)

C/O INTERTRUST CORP. SVCES
(CAYMAN) LTD., 190 ELGIN
AVENUE

(Street)

GEORGETOWN, GRAND
CAYMAN, E9 KY1-9005

(City) (State) (Zip)

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

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

12/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/16/2014 | | S | | 6,227,618 | D | \$ 42.88 (4) | 4,104,792 | I | See Footnotes (3) (1) |
| Common Stock | 12/16/2014 | | S | | 1,954,973 | D | \$ 42.88 (4) | 1,288,574 | I | See Footnotes (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

displays a currently valid OMB control number.

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas H. Lee Advisors (Alternative) VI, Ltd. C/O INTERTRUST CORP. SVCES (CAYMAN) LTD. 190 ELGIN AVENUE GEORGETOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| Thomas H. Lee (Alternative) Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110 | | X | | |
| Thomas H. Lee (Alternative) Parallel Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110 | | X | | |
| Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110 | | X | | |
| THL Equity Fund VI Investors (VNU), L.P. C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110 | | X | | |
| THL Equity Fund VI Investors (VNU) II, L.P. C/O THOMAS H.LEE PARTNERS, L.P. | | X | | |

100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

THL Equity Fund VI Investors (VNU) III, L.P.
C/O THOMAS H.LEE PARTNERS, L.P. X
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

THL Equity Fund VI Investors (VNU) IV, LLC
C/O THOMAS H.LEE PARTNERS, L.P. X
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

THOMAS H LEE ALTERNATIVE FUND V LP
C/O THOMAS H. LEE PARTNERS, L.P. X
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

Thomas H. Lee (Alternative) Parallel Fund V, L.P.
C/O THOMAS H.LEE PARTNERS, L.P. X
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

Signatures

/s/ Thomas H. Lee Advisors (Alternative) VI, Ltd. By: Charles P. Holden, Managing
Director

12/18/2014

__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) See Note 1 in Exhibit 99.2.
- (2) See Note 2 in Exhibit 99.2.
- (3) See Note 4 in Exhibit 99.2.
- (4) See Note 4 in Exhibit 99.2.

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

Due to the technical limitation of the number of reporting persons included in each Form 4 filing, this filing is being conducted

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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