BP PLC
Form 6-K
May 04, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

for the period ended 04 May 2010

BP p.l.c.
(Translation of registrant's name into English)

1 ST JAMES'S SQUARE, LONDON, SW1Y 4PD, ENGLAND
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F |X| Form 40-F
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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes --------------- No |X| ----------------

EXHIBIT 1.1

BP p.l.c. - Director/PDMR Shareholding
BP p.l.c. - 01 April 2010

BP p.l.c. was notified on 31 March 2010, by Sir William Castell, a director of BP p.l.c., that he disposed of 82,500 BP Ordinary shares (ISIN number GB0007980591) on 30 March 2010 by way of a gift to Lady Castell, a connected person.

This notice is given in fulfillment of the obligation under DTR3.1.4 (1)(a)R.

EXHIBIT 1.2

BP p.l.c. - Director/PDMR Shareholding
BP p.l.c. - 01 April 2010

BP p.l.c. was notified on 31 March 2010 by Mr R Dudley, a director of BP p.l.c., that he sold 1,800 BP ADSs (ISIN number US0556221044) equivalent to approximately 10,800 ordinary shares, at $58.08 per share on 31 March 2010.

This notice is given in fulfillment of the obligation under DTR3.1.4 (1)(a)R.

EXHIBIT 1.3

BP p.l.c. - Director/PDMR Shareholding
BP p.l.c. - 01 April 2010

BP p.l.c. was advised on 1 April 2010 by Fidelity Stock Plan Services LLC that on 15 March 2010, following an award under the BP Competitive Performance Plan, the following senior executives (persons discharging managerial responsibility) acquired the number of BP Restricted Share Units shown opposite their names:

Ms S. Bott 5,000 ADSs (equivalent to approximately 30,000 ordinary shares)

Mr H. L. McKay 5,000 ADSs (equivalent to approximately 30,000 ordinary shares)

The numbers of Restricted Share Units under the BP Competitive Performance Plan represent the maximum number of ADSs that will vest following a three year performance period. In addition, each senior executive will be entitled to additional ADSs representing the value of reinvested dividends on those ADSs which vest.

This notice is given in fulfilment of the obligations under DTR3.1.4 (1)(a)R.

EXHIBIT 1.4

BP p.l.c. - Director/PDMR Shareholding
BP p.l.c. - 06 April 2010

BP p.l.c. was informed on 6 April 2010 by Fidelity Stock Plan Services LLC that on 15 March 2010, following an award under the BP Deferred Annual Bonus Plan, the following senior executives (persons discharging managerial responsibility) acquired the number of BP Restricted Share Units shown opposite their names:

Ms S. Bott 27,532 (equivalent to approximately 165,192 ordinary shares)

Mr H. L. McKay 20,052 ADSs (equivalent to approximately 120,312 ordinary shares)

BP p.l.c. was further informed that also on 15 March 2010, following an award under the BP Executive Performance Plan, the following senior executives (persons discharging managerial responsibility) acquired the number of BP Restricted Share Units shown opposite their names:

Ms S. Bott 7,500 ADSs (equivalent to 45,000 approximately ordinary shares)

Mr H. L. McKay 7,500 ADSs (equivalent to 45,000 approximately ordinary shares)

The numbers of Restricted Share Units under both awards represent the number of ADSs that will vest following a three year retention period. In addition, each senior executive will be entitled to additional ADSs representing the value of reinvested dividends on those ADSs which vest.

This notice is given in fulfilment of the obligations under DR3.1.4 (1)(a)R.

EXHIBIT 1.5

BP p.l.c. - Transaction in Own Shares
BP p.l.c. - 7 April 2010

BP p.l.c. announces that on 6 April 2010 it transferred to participants in its employee share schemes 11,052 ordinary shares at prices between 420.00 pence and 500.00 pence per share. These shares were previously held as treasury shares.

Following the above transaction, BP p.l.c. holds 1,866,276,870 ordinary shares in Treasury, and has 18,777,830,036 ordinary shares in issue (excluding Treasury shares).

Enquiries: Fergus MacLeod, BP p.l.c. Tel: 020 7496 4632

EXHIBIT 1.6

BP p.l.c. - Director/PDMR Shareholding

BP p.l.c. - 8 April 2010

BP p.l.c. was advised on 7 April 2010 by Computershare Plan Managers that,

following an award under the BP Competitive Performance Plan,

the following senior executives (persons discharging managerial responsibility)

acquired the number of BP Restricted Share Units shown opposite their names on 15 March:

Mr R Bondy	30,000
Mr S Westwell	30,000

The numbers of Restricted Share Units granted under the BP Competitive Performance Plan represent the maximum number of

BP Ordinary Shares (ISIN number GB0007980591)

that will vest following a three year performance period. In addition, each senior executive will be entitled to additional shares representing the value of reinvested dividends on those shares which vest.

BP p.l.c. was further informed that, following an award under the BP Executive Performance Plan, the following senior executives (persons discharging managerial responsibility) acquired the number of BP Restricted Share Units shown opposite their names 15 March 2010:

Mr R Bondy	45,000
Mr S Westwell	45,000

The numbers of Restricted Share Units granted under the BP Executive Performance Plan represent the number of shares that will vest following a three year retention period. In addition, each senior executive will be entitled to additional shares representing the value of reinvested dividends on those shares which vest.

In addition, the following were also granted the number of Restricted Share Units shown opposite their names under the BP Deferred Annual Bonus Plan on 15 March 2010:

Mr R Bondy	129,983
Mr S Westwell	100,087

The numbers of Restricted Share Units granted under the BP Deferred Annual Bonus Plan represent the number of shares that will vest following a three year retention period. In addition, each senior executive will be entitled to additional shares representing the value of reinvested dividends on those shares which vest.

This notice is given in fulfilment of the obligations under DTR3.1.4 (1)(a)R.

EXHIBIT 1.7

BP p.l.c. - Director/PDMR Shareholding

BP p.l.c. - 12 April 2010

BP p.l.c. was advised on 12 April 2010 by Computershare Plan Managers that on 12 April 2010 the following Directors and senior executive (all persons discharging managerial responsibilities in BP p.l.c.) acquired in London the number of BP ordinary shares (ISIN number GB0007980591) shown opposite their names below at £6.411 through participation in the BP Sharematch UK Plan

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Directors

Dr A.B. Hayward	50 shares
Mr I.C. Conn	50 shares

Other Persons Discharging Managerial Responsibilities

Mr R. Bondy	48 shares
Mr S. Westwell	48 shares

This notice is given in fulfilment of the obligation under DTR3.1.4(1)(a)R.

EXHIBIT 1.8

BP p.l.c. - Transaction in Own Shares
BP p.l.c. - 13 April 2010

BP p.l.c. announces that on 12 April 2010 it transferred to participants in its employee share schemes 5,486 ordinary shares at prices between 420.00 pence and 500.00 pence per share. These shares were previously held as treasury shares.

Following the above transaction, BP p.l.c. holds 1,866,271,384 ordinary shares in Treasury, and has 18,778,085,542 ordinary shares in issue (excluding Treasury shares).

Enquiries: Fergus MacLeod, BP p.l.c. Tel: 020 7496 4632

EXHIBIT 1.9

BP p.l.c. - Transaction in Own Shares
BP p.l.c. - 14 April 2010

BP p.l.c. announces that on 13 April 2010 it transferred to participants in its employee share schemes 5,000,000 ordinary shares at a price of 640.00 pence per share. These shares were previously held as treasury shares.

Following the above transaction, BP p.l.c. holds 1,861,271,384 ordinary shares in Treasury, and has 18,783,110,742 ordinary shares in issue (excluding Treasury shares).

Enquiries: Fergus MacLeod, BP p.l.c. Tel: 020 7496 4632

EXHIBIT 2.0

BP p.l.c. - AGM Special Business and Retirement of Directors
BP p.l.c. - 16 April 2010

Items of Special Business and Retirement of Directors
BP p.l.c. 2010 Annual General Meeting

The following items of special business were passed at the BP p.l.c. Annual General Meeting held on 15 April 2010:

Resolution 18 - Articles of Association

To adopt as the new Articles of Association of the company the draft Articles of Association set out in the document produced to the meeting and, for the purposes of identification, signed by the chairman, so the new Articles of Association apply in substitution for and to the exclusion of the company's existing Articles of Association.

Resolution 19 - Share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares with nominal value of $0.25 each in the company, provided that:

(a) the company does not purchase under this authority more than 1.9 billion ordinary shares;

(b) the company does not pay less than $0.25 for each share; and

(c) the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority, the company may purchase shares using any currency, including pounds sterling, US dollars, and euros.

This authority shall continue for the period ending on the date of the annual general meeting in 2011 or 15 July 2011, whichever is the earlier, provided that, if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the company may complete such purchases.

Resolution 20 - Directors' authority to allot shares (Section 551)

To renew, for the period ending on the date of the annual general meeting in 2011 or 15 July 2011, whichever is the earlier, the authority and power conferred on the directors by the company's articles of association to allot relevant securities up to an aggregate nominal amount equal to the Section 551 amount (or, if resolution 18 is not passed, equal to the Section 80 amount) of $3,143 million.

Resolution 21 - Directors' authority to allot shares (Section 561)

To renew, for the period ending on the date of the annual general meeting in 2011 or 15 July 2011, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot equity securities wholly for cash (a) in connection with a rights issue; (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 561 amount (or, if resolution 18 is not passed, equal to the Section 89 amount) of $236 million.

Resolution 22 - Notice of general meetings

To authorize the calling of general meetings of the company (not being an annual general meeting) by notice of at least 14 clear days.

Resolution 23 - Renewal of the Executive Directors' Incentive Plan

To approve the renewal of the BP Executive Directors' Incentive Plan (the 'Plan'), a copy of which is produced to the meeting initialled by the chairman for the purpose of identification, for a further five years, and to authorize the directors to do all acts and things that they may consider necessary or expedient to carry the Plan into effect.

Resolution 24 - Scrip Dividend Programme

Subject to the passing of resolution 18, to authorize the directors in accordance with Article 142 of the new Articles of Association to offer the holders of ordinary shares of the company, to the extent and in the manner determined by the directors, the right to elect (in whole or part), to receive new ordinary shares (credited as fully paid) instead of cash, in respect of any dividend as may be declared by the directors from time to time provided that the authority conferred by this resolution shall expire prior to the conclusion of the annual general meeting to be held in 2015.

Retirement of Directors

The Board of BP p.l.c. announces that Sir Ian Prosser and Mr Erroll B. Davis, Jr. retired as non-executive directors of the company with effect from the conclusion of the Annual General Meeting held on 15 April 2010.

EXHIBIT 2.1

BP p.l.c. - Transaction in Own Shares
BP p.l.c. - 20 April 2010

BP p.l.c. announces that on 19 April 2010 it transferred to participants in its employee share schemes 5,240 ordinary shares at prices between 420.00 pence and 500.00 pence per share. These shares were previously held as treasury shares.

BP p.l.c. also announces that on 16 April 2010 it transferred to participants in its employee share schemes 408,793 ordinary shares at a price of 641.10 pence per share. These shares were previously held as treasury shares.

Following the above transactions, BP p.l.c. holds 1,860,857,351 ordinary shares in Treasury, and has 18,783,983,265 ordinary shares in issue (excluding Treasury shares).

Enquiries: Fergus MacLeod, BP p.l.c. Tel: 020 7496 4632

EXHIBIT 2.2

BP p.l.c. - Transaction in Own Shares
BP p.l.c. - 28 April 2010

BP p.l.c. announces that on 26 April 2010 it transferred to participants in its employee share schemes 17,946 ordinary shares at prices between 420.00 pence and 500.00 pence per share. These shares were previously held as treasury shares.

Following the above transaction, BP p.l.c. holds 1,860,839,405 ordinary shares in Treasury, and has 18,784,819,431 ordinary shares in issue (excluding Treasury shares).

Enquiries: Fergus MacLeod, BP p.l.c. Tel: 020 7496 4632

EXHIBIT 2.3

BP p.l.c. - Director/PDMR Shareholding

BP p.l.c. - 28 April 2010

BP p.l.c. was notified on 28 April 2010 by Mr Carl-Henric Svanberg, a director of BP p.l.c., that CHAS Aludden S.a.r.l. (a personal investment company wholly owned by Mr Svanberg and of which he is also a director), acquired on the London Stock Exchange 175,000 BP Ordinary shares (ISIN number GB0007980591), at a price of £6.189615 per share on 28 April 2010.

This notice is given in fulfillment of the obligation under DTR3.1.4 (1)(a)R.

EXHIBIT 2.4

BP p.l.c. - Director/PDMR Shareholding

BP p.l.c. - 29 April 2010

BP p.l.c. was notified on 28 April 2010 by Wells Fargo Shareowner Services that on 27 April 2010 Mr I.C. Conn sold a fractional ADS of 0.628 BP ADSs (ISIN no. US0556221044) at $56.5420 following the termination of the direct access plan. One ADS is equivalent to 6 BP ordinary shares.

This notice is given in fulfilment of the obligations under DTR3.1.4 (1)(a)R.

EXHIBIT 2.5

BP p.l.c. - Total Voting Rights

BP p.l.c. - 30 April 2010

BP p.l.c.

Voting Rights and Capital - Transparency Directive Disclosure

London 30 April 2010

Pursuant to Disclosure and Transparency Rule 5.6:-

- The issued share capital of BP p.l.c. comprised 18,785,137,881 ordinary shares par value US$0.25 per share, excluding shares held in treasury and those bought back for cancellation, and 12,706,252 preference shares, par value £1 per share. Both the ordinary shares and the preference shares have voting rights. Preference shares have two votes for every £5 in nominal capital held and ordinary shares have one vote for every share held.

- The total number of voting rights in BP p.l.c. is 18,790,220,381. This figure excludes (i) 1,860,839,405 ordinary shares which have been bought back and held in treasury by BP; and (ii) 112,803,287 ordinary shares which have been bought back for cancellation. These shares are not taken into consideration in relation to the payment of dividends and voting at shareholders' meetings.

This information may be used by shareholders for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BP p.l.c. under the FSA's Disclosure and Transparency Rules.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BP p.l.c.
(Registrant)

Dated: 04 May 2010

/s/ D. J. PEARL
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D. J. PEARL
Deputy Company Secretary

gs, Inc. and its subsidiaries and affiliates (collectively, the Company or Nielsen). The Plan provides deferred compensation benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan was originally established on January 1, 1988 and has been amended and restated to conform the Plan s provisions to those required by subsequent revisions to ERISA statutes and to the provisions of the plans for other Nielsen subsidiaries, which were merged into the Plan.

The Company is also the sponsor of The Nielsen Company Savings Plan (the Savings Plan), a defined contribution plan established for hourly employees. Except for employees of joint ventures, when a participant s employment status changes from salaried to hourly, such participant will remain in the Plan for the balance of the Plan year. If the participant s status does not change again before the end of the Plan year, the participant s participation in the Plan will end and will begin in the Savings Plan on the first of January immediately following the change in status (see Note 9). Employees of joint ventures remain in the Plan even when such participant s employment status changes from salaried to hourly.

Effective May 1, 2012, employees of NeuroFocus, Inc. (NeuroFocus) which was acquired by the Company were eligible to participate in the Plan. The assets of participants who were employees of NeuroFocus were transferred in to the Plan (see Note 9) effective May 2012. The NeuroFocus employees were credited with their prior service in the Plan for vesting and eligibility purposes. The defined contribution plan of NeuroFocus was merged with the Plan in May 2012.

Effective January 1, 2011, employees of Rangefinder Publishing Co., Inc. (Rangefinder), which was acquired by the Company, were eligible to participate in the Plan. The assets of participants who were employees of Rangefinder were transferred into the Plan (see Note 9) effective April 2011. The Rangefinder employees were credited with their prior service in the Plan for vesting and eligibility purposes. The defined contribution plan of Rangefinder was merged with the Plan in April 2011.

Effective December 2009, the Company substantially completed its planned exit of the Publications operating segment through the sale of certain of its media properties to e5 Global Media LLC, subsequently renamed as Prometheus Global Media, LLC (Prometheus). The plan assets of participants who were employees of Prometheus were transferred out of the Plan in January 2011 (see Note 9).

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Fidelity Management Trust Company (the Trustee) manages several separate investment funds (the Trust) on behalf of the Plan. The Trustee has been granted custodial authority over the Trust, and serves as an independent investment advisor and has been appointed to work with the Retirement Plan Administrative Committee (the Committee) to determine which mutual funds are offered to participants. The Committee is responsible for the administration of the Plan. Each participant s account is invested in the investment funds in the proportion directed by the participant for both employer and employee contributions.

Effective October 4, 2011, participants were allowed to invest in the Nielsen Stock Fund, an investment fund that exclusively invests in the common stock of Nielsen Holdings N.V., the ultimate parent of the Company.

Eligibility

As described in the Plan document, full-time salaried employees can participate in the Plan on the date of their employment. Part-time employees are eligible to participate upon completion of one year of service in which the employee earns at least 1,000 hours. A part-time employee who fails to earn 1,000 hours during the first 12 months of employment will become eligible to participate on January 1 following the first calendar year in which an employee works 1,000 hours.

Contributions

The Plan provides for contributions made by eligible employees and by the Company. The Plan allows for the following types of contributions:

- Compensation reduction (before tax and after tax)
- Catch-up contributions
- Rollover contributions
- Roth contributions (after tax)
- Employer matching contributions
- Employer discretionary contributions
- Employer profit sharing contributions

Qualified employer profit sharing contributions

The compensation reduction contribution is a contribution of 1% to 50% of an employee s eligible compensation, subject to certain IRS limitations made to a participant s account through payroll withholdings as elected by the employee. Employee contributions may be further limited as a result of various tests, required under ERISA, including those related to highly compensated employees. The maximum dollar limit for the compensation reduction contribution was $17,000 and $16,500 for the years ended December 31, 2012 and 2011, respectively.

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Participants who are at least 50 years of age are eligible to make a catch-up contribution if the participant contributes at least 6% of eligible compensation and the statutory maximum before tax compensation reduction contribution. Catch-up contributions are limited by statute to $5,500 for both 2012 and 2011. Employees may also make rollover contributions of vested benefits from other defined contribution plans.

The employer matching contributions are equal to 50% of a participant s before tax compensation reduction contribution, up to a maximum of 6% of the participant s eligible compensation.

The employer profit sharing contribution is a discretionary contribution made by the Company and allocated to all employees regardless of whether the employee elected to make voluntary compensation reduction contributions to the Plan. These contributions are allocated to each employee s account in the same proportion that each employee s eligible compensation, as limited by the Internal Revenue Code ($250,000 and $245,000 for 2012 and 2011, respectively) bears to the total compensation of all employees who qualify. The Trustee opened eligible accounts for those qualifying employees who have elected not to make voluntary compensation reduction contributions to the Plan. An employee who is not a participant becomes partially or fully vested in his account in the same manner as in the vesting requirements described in Note 1. The Company did not make any employer profit sharing contribution in 2012 or 2011.

The qualified employer profit sharing contribution is a discretionary contribution made by the Company and allocated to all non-highly compensated employees regardless of whether or not the non-highly compensated employee elected to make voluntary compensation reduction contributions to the Plan. These contributions are allocated to each non-highly compensated employee s account in the same proportion that each non-highly compensated employee s eligible compensation bears to the total eligible compensation of all non-highly compensated employees who qualify. The Trustee opened accounts for those non-highly compensated employees who have elected not to make voluntary compensation reduction contributions to the Plan. A non-highly compensated employee who is not a participant becomes fully vested in his account in the same manner as in the vesting requirements documented in Note 1. No qualified employer profit sharing contribution was made in 2012 or 2011.

Participant Accounts

Each participant s account is credited with the participant s compensation reduction contribution, catch-up contribution, Roth contribution, rollover contribution, employer matching contribution, employer discretionary contribution, an allocation of both employer profit sharing contribution and qualified employer profit sharing contribution, and Plan earnings, as defined in the Plan. The benefit to which a participant is entitled is that attributable to his or her vested balance.

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Vesting

A participant is entitled to a 100% non-forfeitable interest in the value of his account attributable to compensation reduction contributions, catch-up contributions, rollovers, and qualified employer profit sharing contributions at all times, along with Plan earnings thereon.

A participant becomes fully vested in his account attributable to employer matching contributions, employer discretionary contributions, and employer profit sharing contributions, as follows:

Years of Service	Vesting Percentages
1	0%
2	0%
3	100%

Retirement

The normal retirement date is defined as the anniversary date nearest to the date the participant attains age 65. Early retirement is available at age 55. If a participant retires prior to the normal retirement date and has a vested account balance of greater than $5,000, the participant must submit a request in writing in order to receive a distribution prior to the normal retirement age.

Distribution of Benefits

Upon separation from service, a participant can request a withdrawal of the vested portion of the amount credited to his or her account. In the case of death or disability while employed, the participant is deemed to be 100% vested. If the participant is married, his or her spouse will automatically become the beneficiary, unless otherwise indicated by the participant. If the participant is single, his or her estate will automatically become the beneficiary, unless otherwise indicated by the participant. A lump sum distribution is the sole distribution option available under the Plan, except for certain grandfathered plan provisions from former plans related to Company acquisitions.

A participant who terminates employment with a vested balance greater than $5,000 may elect to receive a deferred lump sum distribution. As required by statute, no election may be made by a participant to postpone distribution beyond April 1st of the year following the year a participant reaches age 70 $^1/_2$.

If a participant terminates employment with a vested balance greater than $1,000 but less than $5,000, the participant may elect to receive a lump sum distribution or roll the distribution to a qualifying retirement account. However, if the participant fails to make an affirmative election, the participant s vested balance will automatically roll over to an individual retirement account.

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If a participant terminates employment with a vested balance of $1,000 or less, an automatic lump sum distribution will be made without the participant s consent. However, the participant may elect to roll over the distribution to another qualifying retirement account.

Withdrawals

A withdrawal cannot be made from the pre-tax compensation reduction contribution account, the catch-up contribution account, the employer matching contribution account, the employer discretionary contribution account, the employer profit sharing contribution account, or the qualified employer profit sharing contribution account by a participant or beneficiary prior to separation from service, death, disability, attainment of age 59 $^{1}/_{2}$, termination of the plan without establishment of a successor plan or due to financial hardship. No withdrawal can be in excess of the vested employee and employer contributions in these accounts. Hardship withdrawals are subject to the approval of the Company. Partial or total withdrawals from employee rollover and after tax contribution accounts can be made at any time.

Forfeitures

Forfeitures apply to employer matching contribution accounts, employer discretionary contribution accounts, and employer profit sharing contribution accounts. All forfeitures can be utilized to reduce the employer matching, discretionary and profit sharing contribution or to defray the expenses of the Plan. Total forfeitures of $746,178 and $1,736,215 were used to reduce employer matching contributions for 2012 and 2011, respectively. At December 31, 2012 and 2011, the Plan s forfeiture account balance was $550,281 and $140,303, respectively, which amounts were included in the statement of net assets available for benefits.

Rollovers

A participant may rollover all or part of his or her interest in another qualified 401(k) subject to the approval of the Trustee as the Plan s representative. The participant will be 100% vested in this account and the rollover account will not be subject to forfeiture for any reason.

Notes Receivable from Participants

A participant may request a loan of up to 50% of his or her vested account balance, not to exceed $50,000. The note receivable shall bear interest at one percent (1%) over the prime rate as calculated by Reuters on the last business day of the month immediately preceding the date the loan is granted. The interest rate at the inception of the loan shall remain in effect for the duration of the loan. Interest on participant loans ranged from 3.25% to 10.5% for the years ended December 31, 2012 and 2011.

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Loans are repayable over a period not to exceed 60 months, except for mortgage loans for a primary residence, which may be for a period not to exceed the lesser of the remaining years to retirement or 30 years. Loans are collateralized by the participant s vested account balance. Principal and interest are paid ratably through monthly payroll deductions. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investments

The Plan s investment assets consist of an interest in a master trust, which is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sale of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan s gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by the Plan through a common collective trust fund are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully-benefit responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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Risks and Uncertainties

The Plan s investments are concentrated in funds that invest in marketable securities. Such securities are subject to various risks that determine the value of the fund. Due to the level of risk associated with certain equity securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect participants account balances and the value of investments reported in the financial statements.

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Expenses

Expenses of administering the Plan may be paid from either Plan forfeitures or by the Company. All expenses for the plan years ended December 31, 2012 and 2011 were paid by the Company except for loan administrative expenses and short-term trading fees which were paid from the individual s Plan participant account.

Recent Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board issued an accounting update that amends Accounting Standards Codification Topic 820, Fair Value Measurement regarding fair value measurements and disclosure requirements. The amendments were effective for the Plan s financial statements for the year ended December 31, 2012. The adoption of this update did not have a significant impact on the Plan s financial statements.

3. Investments

The following is a summary of the investment information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan s financial statements and supplemental schedule.

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The investments and the investment results as of December 31, 2012 and 2011 and for the years then ended were:

	2012	2011
The Nielsen Company Master Trust	$ 851,825,415 (*)	$ 771,260,088 (*)

	2012	2011
Net appreciation / (depreciation) in fair value of investments		
Nielsen stock fund	$ 94,740	$ 37,920
Registered investment companies	59,562,145	(32,878,508)
Common / collective trusts	8,399,240	1,331,997
Total net appreciation / (depreciation) in fair value of investments	$ 68,056,125	$ (31,508,591)
Interest and dividend income	$ 28,084,108	$ 19,640,851

(*) Represents 5% or more of total Plan assets.

4. Fully Benefit-Responsive Investment Contracts

Common/collective trusts include Fidelity s Managed Income Portfolio II Fund, one of the Plan s investment options, that invests in fixed-income securities or bond funds and enters into wrap contracts issued by third parties, and invests in cash equivalents represented by shares in money market funds. These investment contracts are fully benefit-responsive and are measured at contract value as described in Note 2. Contract value, as reported in the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of the investments at contract value. The fair value amounted to approximately $115.3 million and $119.9 million as of December 31, 2012 and 2011, respectively. The contract value amounted to approximately $112.2 million and $117.0 million as of December 31, 2012 and 2011, respectively.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. These events include premature termination of the contracts by the plan, layoffs, plan termination, bankruptcy, mergers and early retirement incentives. The Plan administrator does not believe that the occurrence of any of these events, which would also limit the Plan s ability to transact at contract value with participants, is probable.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield earned by the Plan was approximately 1.45% for 2012 and 1.57% for 2011. The average yield earned by the Plan based on the actual interest rates credited to participants was approximately 1.43% and 1.53% for the years ended December 31, 2012 and 2011, respectively.

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THE NIELSEN COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

5. The Nielsen Company Master Trust

On January 1, 2006, the Company established The Nielsen Company Master Trust (Master Trust) in order to hold and invest the assets of the Plan and the Savings Plan. The undivided interest of the Plan shall be adjusted (i) for the entire amount of every contribution received on behalf of the Plan, every benefit payment or other expense attributable solely to the Plan, and every other transaction relating only to the Plan; and (ii) for the Plan s proportionate share of every item of collected or accrued income, gain or loss, and general expense, and of any other transactions attributable to the Master Trust or investment option as a whole.

Assets of the Master Trust were as follows as of the years ended December 31, 2012 and 2011:

	2012	2011
Assets		
Cash, interest-bearing	$ 11,461,124	$ 10,305,793
Nielsen stock fund	1,493,746	608,513
Registered investment companies	623,946,563	597,380,677
Common/collective trusts	235,726,730	182,753,683
Total assets	$ 872,628,163	$ 791,048,666

Investment results of the Master Trust were as follows for the years ended December 31, 2012 and 2011:

Net appreciation / (depreciation) in fair value of investments		
Nielsen stock fund	$ 96,115	$ 39,729
Registered investment companies	60,873,025	(33,581,409)
Common/collective trusts	8,612,498	1,370,789
Total net appreciation/ (depreciation) in fair value of investments	69,581,638	(32,170,891)
Interest and dividends	28,706,017	20,130,156
Administrative expenses	(63,559)	(66,138)
Net transfers out of the Master Trust	(16,644,599)	(21,562,946)
Increase / (decrease) in net assets of the Master Trust	$ 81,579,497	$ (33,669,819)

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THE NIELSEN COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

Allocations of the net assets of the Master Trust to the participating plans as of December 31, 2012 and 2011 are as follows:

	2012	
	Amount	Percent
The Nielsen Company 401(k) Savings Plan	$ 851,825,415(*)	97.6%
The Nielsen Company Savings Plan	20,802,748(*)	2.4
	$ 872,628,163	100.0%

	2011	
	Amount	Percent
The Nielsen Company 401(k) Savings Plan	$ 771,260,088(*)	97.5%
The Nielsen Company Savings Plan	19,788,578(*)	2.5
	$ 791,048,666	100.0%

(*) at fair value with the exception of fully benefit-responsive investment contracts that were reported at contract value

6. Fair Value Measurements

The Master Trust complies with the accounting standard which defines fair value, prescribes methods for measuring fair value, establishes a fair value hierarchy based on the input levels to measure fair value and expands financial statement disclosures. The three input levels of the fair value hierarchy are described as follows:

Level 1 Quoted prices for identical assets or liabilities in active markets

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; model derived valuations whose inputs are observable.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

Cash, interest-bearing: Valued at cost plus accrued interest which approximates fair value.

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THE NIELSEN COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

Nielsen stock fund: Valued at the quoted market price of Nielsen Holdings N.V. at the daily close of the New York Stock Exchange.

Registered investment companies: Valued at quoted prices in active markets based on net asset value of shares determined by the underlying securities held by the Master Trust at year-end.

Common/collective trusts: Valued at net asset value of the shares determined by the underlying securities held by the Master Trust at year-end.

Assets of the Master Trust at fair value measured on a recurring basis as of December 31, 2012 are as follows:

	Level 1	Level 2	Total
Cash, interest-bearing	$ 11,461,124	$	$ 11,461,124
Nielsen stock fund	1,493,746		1,493,746
Registered investment companies			
Fixed income	103,169,193		103,169,193
Balanced funds	57,008,986		57,008,986
U.S. large cap equity funds	153,244,844		153,244,844
U.S. mid cap equity funds	56,276,354		56,276,354
U.S. small cap equity funds	65,833,914		65,833,914
International equity funds	73,932,250		73,932,250
Specialty Funds	114,481,022		114,481,022
Common/collective trusts			
Fixed income		120,734,437	120,734,437
U.S. large cap equity funds		118,266,575	118,266,575
Total assets measured at fair value	$ 636,901,433	$ 239,001,012	$ 875,902,445

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THE NIELSEN COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

Assets of the Master Trust at fair value measured on a recurring basis as of December 31, 2011 are as follows:

	Level 1	Level 2	Total
Cash, interest bearing	$ 10,305,793	$	$ 10,305,793
Nielsen stock fund	608,513		608,513
Registered investment companies			
Fixed income	91,864,325		91,864,325
Balanced funds	52,816,072		52,816,072
U.S. large cap equity funds	187,027,099		187,027,099
U.S. mid cap equity funds	50,501,921		50,501,921
U.S. small cap equity funds	62,162,338		62,162,338
International equity funds	65,045,571		65,045,571
Specialty funds	87,963,351		87,963,351
Common/collective trusts			
Fixed income		125,988,042	125,988,042
U.S. large cap equity funds		59,826,731	59,826,731
Total assets measured at fair value	$ 608,294,983	$ 185,814,773	$ 794,109,756

The following summarizes the Master Trust s Level 2 investments measured at fair value based on net asset value per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded commitment	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio II	$ 120,734,437	n/a	Daily	None for participants; 12 months for plan sponsor
Fidelity US Equity Index Commingled Pool	$ 118,266,575	n/a	Daily	None

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THE NIELSEN COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

December 31, 2011	Fair Value	Unfunded commitment	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio II	$ 125,988,042	n/a	Daily	None for participants; 12 months for plan sponsor
Fidelity US Equity Index Commingled Pool	$ 59,826,731	n/a	Daily	None

7. Tax Status

The Plan obtained its latest determination letter dated April 15, 2009, in which the Internal Revenue Service (the IRS) stated that the Plan, as then designed through December 24, 2007, was in compliance with the applicable requirements of the Internal Revenue Code. Certain amendments were made from 2008 through 2012; however, the plan administrator believes that the plan sponsor has operated the Plan in a manner that does not jeopardize its tax status. Therefore, no provision for income taxes has been included in the Plan s financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan s management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain position taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan s management believes they are no longer subject to income tax examinations for years prior to 2009.

8. Related Party Transactions

As discussed in Note 1, participants were allowed to invest in the Nielsen Stock Fund. As of December 31, 2012 and 2011, the Plan held 47,897 and 19,873 shares of the Nielsen Stock Fund, respectively. The Plan recorded a realized gain of $24,210 and an unrealized appreciation in fair value of $70,504; and a realized gain of $3,806 and an unrealized appreciation in fair value of $33,084 for the years ended December 31, 2012 and 2011, respectively. These transactions qualify as party-in-interest transactions.

Certain Plan investments are shares of registered investment companies managed by the Plan Trustee and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to the Trustee for the plan years ended December 31, 2012 and 2011 were $21,156 and $17,825, respectively.

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THE NIELSEN COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

9. Transfer of Assets

Transfers of net assets to (from) the Plan during the years ended December 31, 2012 and 2011 were as follows:

	2012	2011
Transferred (from)/to the Plan to/from the Savings Plan	$ (457,799)	$ 976,542
Transfers from plans merged into / (divested from) during the year:		
NeuroFocus	1,262,894	
Prometheus		(13,748,856)
Rangefinder		960,729
	$ 805,095	$ (11,811,585)

10. Plan Termination

The Company reserves the right to alter, amend or terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their accounts. Presently, there is no intention on the part of the Company to terminate the Plan.

11. Reconciliation Between Financial Statements and Form 5500

The following is a reconciliation of additions to net assets per the financial statements for the years ended December 31, 2012 and 2011 to Form 5500:

	2012	2011
Total additions to net assets per the financial statements:	$ 168,974,902	$ 56,330,660
Changes in adjustment from contract value to fair value for fully benefit-responsive investment contracts:	213,709	1,670,625
Total income per Form 5500	$ 169,188,611	$ 58,001,285

12. Subsequent Events

The Company has evaluated subsequent events through June 27, 2013, the date the financial statements were available for issuance.

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SUPPLEMENTAL SCHEDULE

The Nielsen Company 401(k) Savings Plan

Schedule H Part IV Line (i) of IRS Form 5500

Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 22-2145575

Plan #: 002

(a) Person Known to be a Party in Interest to the Plan (*)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment (Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value)	(e) Current Value
*	The Nielsen Company Master Trust	Investment interest in the Master Trust	$ 853,488,155
**	Nielsen Stock Fund	Investment in Nielsen Holdings N.V.	1,465,178
	Participant loans	Interest rates at prime plus 1% (rates vary from 3.25%-9.5%) and loan duration varies from 12-60 months, except for mortgage loans which can have a maturity of up to 30 years	12,936,131
			$ 867,889,464

* Certain investments are managed by Fidelity Management Trust Company, which is considered a party-in-interest to the Plan. The $853,488,155 includes fully benefit-responsive investment contracts reported at fair value.

** Investment in Nielsen Holdings N.V., the ultimate parent of TNC (U.S.) Holdings, Inc., the sponsor of the Plan, which is included in the Master Trust.

Column (d) (cost) is not required for participant-directed accounts.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed by the undersigned, hereunto duly authorized.

The Nielsen Company 401(k) Savings Plan

Date: June 27, 2013

By: /s/ Brendon Perkins
Brendon Perkins
Vice President, Global Benefits and Mobility

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