

Nielsen N.V.
Form 8-K
October 31, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 30, 2014

Nielsen N.V.

The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

	001-35042	98-0662038
The Netherlands	333-142546-29	98-0366864
(State or other jurisdiction)	(Commission)	(IRS Employer)

of incorporation)

File Number)

Identification No.)

		Diemerhof 2
85 Broad Street		1112 XL Diemen
New York, New York 10004		The Netherlands
(646) 654-5000		+31 20 398 8777
(Address of principal executive offices)		

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On October 30, 2014, Nielsen N.V. (the Company) and entities affiliated with Thomas H. Lee Partners, L.P. (collectively THL) entered into an amendment to the letter agreement dated August 14, 2013 by and among the Company and THL. The amendment eliminates Section 1 of the letter agreement, which relates to the right of THL to nominate one director to the Company's Board of Directors. The remaining provisions of the letter agreement are not affected and remain in full force and effect.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 30, 2014, Ganesh Rao resigned from the Board of Directors of the Company and the Supervisory Board of The Nielsen Company B.V. (TNC) and, together with the Company, Nielsen) effective immediately. On the same date, Dwight M. Barns, Nielsen's Chief Executive Officer, and Kathryn V. Marinello were elected as members of the Board of Directors of the Company effective October 31, 2014, to serve until the next Annual Meeting of Shareholders of the Company. Ms. Marinello was also elected to serve on the Audit Committee of the Board of Directors of the Company and on the Supervisory Board of TNC and its Audit Committee effective October 31, 2014. Mr. Barns already serves on TNC's Executive Board.

Ms. Marinello has been a member of the Board of Directors of General Motors Company since July 2009 and a member of the Board of Directors of AB Volvo since April 2014. She was also a member of the Board of Directors of General Motors Corporation from 2007 to 2009. In March 2014, Ms. Marinello rejoined Ares Management LLC, a global asset manager, as Senior Advisor. She had been Chairman and Chief Executive Officer of Stream Global Services, Inc., a global business process outsource service provider specializing in customer relationship management for Fortune 1,000 companies, from August 2010 through March 2014. Ms. Marinello served as senior advisor and consultant at Providence Equity Partners LLC, a private equity firm, and Ares Management LLC from June to August 2010. She served as Chairman and Chief Executive Officer of Ceridian Corporation, a human resources outsourcing company, from December 2007 to January 2010; and President and Chief Executive Officer from 2006 to 2007. Prior to joining Ceridian, Ms. Marinello spent 10 years at General Electric Company (GE), and served in a variety of senior roles, including President and Chief Executive Officer of GE Fleet Services, a division of GE, from 2002 to 2006.

As a member of the Boards of Directors of Nielsen, Ms. Marinello will receive an annual retainer of \$80,000 and an annual grant of deferred stock units having a value of \$135,000 as of the date of grant to be pro-rated for the first partial year of service, which DSUs will vest in four substantially equal quarterly installments. Because of his affiliation with Nielsen, Mr. Barns will not receive any additional compensation as a member of the Boards of Directors of Nielsen.

SIGNATURES

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

Date: October 31, 2014

NIELSEN N.V.

THE NIELSEN COMPANY B.V.

By: /s/ James W. Cuminale
Name: James W. Cuminale
Title: Chief Legal Officer

ion 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 Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERNER GARY L P.O. BOX 45308 OMAHA, NE 68145	X		Chairman	

Signatures

/s/ Gary L. Werner 12/10/2013

**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).
 The reporting person disclaims actual and beneficial ownership of the shares held by the Gary L. Werner Irrevocable Inter Vivos Qtip
 (1) Trust II, and the filing of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.
 The reporting person disclaims actual and beneficial ownership of the shares held by the Becky K. Werner Revocable Trust, and the filing
 (2) of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.
 (3) The reporting person serves as a cotrustee for shares held by the Clarence L. Werner Grandchildren's Trust for the benefit of the grandchildren of Clarence L. Werner, some of which are children of the reporting person. Mr. Gary L. Werner and Mr. Gregory L.

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Werner have shared voting and dispositive power with respect to the shares in the trust. The reporting person disclaims actual and beneficial ownership of the shares held by the Clarence L. Werner Grandchildren's Trust, and the filing of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.