

Nielsen Holdings N.V.
Form 3
January 25, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KILTS JAMES M</p> <p>(Last) (First) (Middle)</p> <p>C/O CENTERVIEW PARTNERS HOLDINGS LLC,Â 31 WEST 52ND STREET</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/25/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Nielsen Holdings N.V. [NLSN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,576,692	I	See footnotes (1) (2)
Common Stock	125,011	I	See footnotes (1) (3)
Common Stock	675,424	I	See footnotes (1) (4)

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to purchase common stock (right to buy)	Â <u>(5)</u>	02/02/2017	Common Stock	208,628	\$ 16	I	See footnotes <u>(1)</u> <u>(6)</u>
Options to purchase common stock (right to buy)	Â <u>(7)</u>	02/02/2017	Common Stock	241,413	\$ 16	I	See footnotes <u>(1)</u> <u>(6)</u>
Options to purchase common stock (right to buy)	Â <u>(5)</u>	02/02/2017	Common Stock	10,122	\$ 16	I	See footnotes <u>(1)</u> <u>(8)</u>
Options to purchase common stock (right to buy)	Â <u>(9)</u>	02/02/2017	Common Stock	11,712	\$ 16	I	See footnotes <u>(1)</u> <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILTS JAMES M C/O CENTERVIEW PARTNERS HOLDINGS LLC 31 WEST 52ND STREET NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

/s/ Harris Black, authorized
signatory

01/25/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 is an employee of an affiliate of Centerview Capital, L.P., Centerview Employees, L.P. and Centerview VNU LLC (collectively, "Centerview"). As such, the reporting person may be deemed to beneficially own the shares of the Issuer that may be

- (1) deemed to be directly or indirectly beneficially owned by Centerview. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- (2) Represents securities of the Issuer held by Centerview Capital, L.P. through Valcon Acquisition Holding (Luxembourg) S.?? r.l., a private limited company incorporated under the laws of Luxembourg ("Luxco").
- (3) Represents securities of the Issuer held by Centerview Employees, L.P. through Luxco.
- (4) Represents securities of the Issuer held by Centerview VNU LLC through Luxco.

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- (5) Represents options to purchase shares of common stock of the Issuer, of which 5% vested on the grant date (June 7, 2009) and the remaining portion of which will vest in equal installments over a three-year period on each December 31 beginning December 31, 2009.
- (6) Represents securities of the Issuer held by Centerview Capital, L.P.
Represents options to purchase shares of common stock of the Issuer, of which 14,901 vested on the grant date (February 5, 2007), 56,628 vested on December 31, 2007 and 59,375 vested on December 31, 2009. An additional 59,375 will vest if the company meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 59,375 will vest if the company meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.
- (7) Represents securities of the Issuer held by Centerview Employees, L.P.
Represents options to purchase shares of common stock of the Issuer, of which 724 vested on the grant date (February 5, 2007), 2,747 vested on December 31, 2007 and 2,747 vested on December 31, 2009. An additional 2,747 will vest if the company meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 2,747 will vest if the company meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.
- (8) Represents securities of the Issuer held by Centerview Employees, L.P.
Represents options to purchase shares of common stock of the Issuer, of which 724 vested on the grant date (February 5, 2007), 2,747 vested on December 31, 2007 and 2,747 vested on December 31, 2009. An additional 2,747 will vest if the company meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 2,747 will vest if the company meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.
- (9)

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Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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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