

Nielsen Holdings plc
Form 4
May 04, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KASH ARVIN

(Last) (First) (Middle)

**C/O NIELSEN HOLDINGS PLC, 85
BROAD STREET**

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Nielsen Holdings plc [NLSN]

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

05/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ 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 Beneficial Ownership (Instr. 4)
Common Stock	05/02/2016		M	8,609	A \$ 16	59,265.29	D
Common Stock	05/02/2016		S	8,203	D \$ (1) 52.459	51,062.29	D
Common Stock	05/02/2016		S	406	D \$ 52.473	50,656.29	D
Common Stock	05/02/2016		M	10,937	A \$ 32	61,593.29	D
Common Stock	05/02/2016		S	10,937	D \$ 52.49 (2)	50,656.29	D

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Common Stock	05/02/2016	M	9,000	A	\$ 36.56	59,656.29	D	
Common Stock	05/02/2016	S	9,000	D	\$ (3) 52.458	50,656.29	D	
Common Stock	05/02/2016	M	51,352	A	\$ 30.19	102,008.29	D	
Common Stock	05/02/2016	S	51,352	D	\$ (4) 52.419	50,656.29	D	
Common Stock	05/02/2016	G V	953 (5)	D	\$ 52.51	49,703.29	D	
Common Stock						37,104	I	By Trust (6)

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

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(9-02)

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. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Options to Purchase Common Stock (right to buy)	\$ 16	05/02/2016		M	8,609	(7) 05/26/2019	Common Stock	8,609
Options to Purchase Common Stock	\$ 32	05/02/2016		M	10,937	(7) 05/26/2019	Common Stock	10,937

(right to
buy)

Options
to
Purchase

Common Stock (right to buy)	\$ 36.56	05/02/2016	M	9,000	<u>(8)</u>	09/25/2020	Common Stock	9,000
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Options
to
Purchase

Common Stock (right to buy)	\$ 30.19	05/02/2016	M	51,352	<u>(7)</u>	05/11/2018	Common Stock	51,352
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KASH ARVIN
C/O NIELSEN HOLDINGS PLC
85 BROAD STREET
NEW YORK, NY 10004

Vice Chairman

Signatures

/s/Harris Black, Authorized

Signatory

05/04/2016

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.43 to \$52.48, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.425 to \$52.541, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.425 to \$52.54, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.32 to \$52.435, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (5) Represents a charitable donation from the Reporting Person.

These securities are held by a trust for the benefit of the Reporting Person's daughter over which the Reporting Person may have

- (6) investment discretion. The Reporting Person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest therein.

- (7) These options to purchase shares of common stock are currently vested and exercisable.

- (8) Represents options to purchase shares of common stock of the Issuer, of which 9,000 are vested. The remaining 9,000 options will vest in equal annual installments on September 25, 2016 and September 25, 2017.

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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