Nielsen Holdings plc
Form 10-Q
October 25, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _______ to _______

Commission file number 001-35042

Nielsen Holdings plc

(Exact name of registrant as specified in its charter)

England and Wales (State or other jurisdiction of	98-1225347 (I.R.S. Employer
incorporation or organization)	Identification No.)
85 Broad Street	Nielsen House
New York, New York 10004	John Smith Drive
(646) 654-5000	Oxford

Oxfordshire, OX4 2WB

United Kingdom

+1 (646) 654-5000
(Address of principal executive offices) (Zip Code)
(Registrant's telephone numbers including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 354,983,320 shares of the registrant's common stock outstanding as of September 30, 2018.

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PART I. FINANCIAL INFORMATION

Item 1.Condensed Consolidated Financial Statements

Nielsen Holdings plc

Condensed Consolidated Statements of Operations (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)	2018	2017	2018	2017
Revenues	$1,600	$1,641	$4,857	$4,811
Cost of revenues, exclusive of depreciation and amortization shown separately below	681	692	2,098	2,031
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	464	448	1,451	1,395
Depreciation and amortization	175	160	504	477
Restructuring charges	19	7	108	48
Operating income	261	334	696	860
Interest income	2	1	6	3
Interest expense	(99)	(95)	(295)	(277)
Foreign currency exchange transaction losses, net	(8)	—	(12)	(9)
Other income/(expense), net	1	2	(3)	5
Income from continuing operations before income taxes and equity in net loss of affiliates	157	242	392	582
Provision for income taxes	(59)	(92)	(142)	(226)
Equity in net loss of affiliates	—	—	(1)	—
Net income	98	150	249	356
Net income attributable to noncontrolling interests	2	4	9	8
Net income attributable to Nielsen stockholders	$96	$146	$240	$348
Net income per share of common stock, basic				
Net income attributable to Nielsen stockholders	$0.27	$0.41	$0.67	$0.98
Net income per share of common stock, diluted				
Net income attributable to Nielsen stockholders	$0.27	$0.41	$0.67	$0.97
Weighted-average shares of common stock outstanding, basic	354,993,315	356,426,891	355,737,081	356,881,905
Dilutive shares of common stock	568,389	1,265,224	661,438	1,391,915

Weighted-average shares of common stock outstanding, diluted	355,561,704	357,692,115	356,398,519	358,273,820
Dividends declared per common share	$0.35	$0.34	$1.04	$0.99

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen Holdings plc

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(IN MILLIONS)	2018	2017	2018	2017
Net income	$ 98	$ 150	$ 249	$ 356
Other comprehensive income/(loss), net of tax				
Foreign currency translation adjustments [(1)]	3	66	(97)	224
Changes in the fair value of cash flow hedges [(2)]	2	2	16	3
Defined benefit pension plan adjustments [(3)]	3	4	12	10
Total other comprehensive income/(loss)	8	72	(69)	237
Total comprehensive income	106	222	180	593
Less: comprehensive income attributable to noncontrolling interests	5	4	10	13
Total comprehensive income attributable to Nielsen stockholders	$ 101	$ 218	$ 170	$ 580

(1) Net of tax of $(1) million and $6 million for the three months ended September 30, 2018 and 2017, respectively, and $(4) million and $20 million for the nine months ended September 30, 2018 and 2017, respectively

(2) Net of tax of $(1) million and $(2) million for the three months ended September 30, 2018 and 2017, respectively, and $(6) million and $(2) million for the nine months ended September 30, 2018 and 2017, respectively

(3) Net of tax of zero and $(1) million for the three months ended September 30, 2018 and 2017, respectively, and $(2) million and $(3) million for the nine months ended September 30, 2018 and 2017, respectively.

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen Holdings plc

Condensed Consolidated Balance Sheets

(IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)	September 30, 2018 (Unaudited)	December 31, 2017
Assets:		
Current assets		
Cash and cash equivalents	$ 446	$ 656
Trade and other receivables, net of allowances for doubtful accounts and sales returns of $29 as of September 30, 2018 and December 31, 2017, respectively	1,249	1,280
Prepaid expenses and other current assets	352	346
Total current assets	2,047	2,282
Non-current assets		
Property, plant and equipment, net	461	482
Goodwill	8,454	8,495
Other intangible assets, net	5,053	5,077
Deferred tax assets	166	170
Other non-current assets	454	360
Total assets	$ 16,635	$ 16,866
Liabilities and equity:		
Current liabilities		
Accounts payable and other current liabilities	$ 996	$ 1,141
Deferred revenues	345	361
Income tax liabilities	146	111
Current portion of long-term debt, capital lease obligations and short-term borrowings	307	84
Total current liabilities	1,794	1,697
Non-current liabilities		
Long-term debt and capital lease obligations	8,304	8,357
Deferred tax liabilities	1,406	1,435
Other non-current liabilities	916	934
Total liabilities	12,420	12,423
Commitments and contingencies (Note 12)		
Equity:		
Nielsen stockholders’ equity		
Common stock, €0.07 par value, 1,185,800,000 and 1,185,800,000 shares authorized; 354,984,198 and 355,956,031 shares issued; and 354,983,320 and 355,944,976 shares outstanding at September 30, 2018 and December 31, 2017, respectively	32	32
Additional paid-in capital	4,714	4,742
Retained earnings	281	411
Accumulated other comprehensive loss, net of income taxes	(1,010)	(940)
Total Nielsen stockholders’ equity	4,017	4,245
Noncontrolling interests	198	198

Total equity	4,215	4,443
Total liabilities and equity	$ 16,635	$ 16,866

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen Holdings plc

Condensed Consolidated Statements of Cash Flows (Unaudited)

(IN MILLIONS)	Nine Months Ended September 30, 2018	2017
Operating Activities		
Net income	$249	$356
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation expense	21	35
Currency exchange rate differences on financial transactions and other losses/(gains)	11	(25)
Equity in net loss of affiliates, net of dividends received	2	2
Depreciation and amortization	504	477
Changes in operating assets and liabilities, net of effect of businesses acquired and divested:		
Trade and other receivables, net	(48)	(15)
Prepaid expenses and other assets	(70)	(8)
Accounts payable and other current liabilities and deferred revenues	(190)	(123)
Other non-current liabilities	(6)	(9)
Interest payable	53	63
Income taxes	(14)	51
Net cash provided by operating activities	512	804
Investing Activities		
Acquisition of subsidiaries and affiliates, net of cash acquired	(39)	(595)
Additions to property, plant and equipment and other assets	(66)	(55)
Additions to intangible assets	(305)	(264)
Proceeds from the sale of property, plant and equipment and other assets	4	28
Other investing activities	3	(2)
Net cash used in investing activities	(403)	(888)
Financing Activities		
Net borrowings under revolving credit facility	204	—
Proceeds from issuances of debt, net of issuance costs	781	2,745
Repayment of debt	(805)	(2,289)
Increase/(decrease) in other short-term borrowings	1	(5)
Cash dividends paid to stockholders	(370)	(353)
Repurchase of common stock	(70)	(117)
Proceeds from issuance of common stock	17	21
Proceeds from employee stock purchase plan	4	5
Capital leases	(60)	(42)
Other financing activities	(15)	(13)
Net cash used in financing activities	(313)	(48)
Effect of exchange-rate changes on cash and cash equivalents	(6)	40
Net decrease in cash and cash equivalents	(210)	(92)
Cash and cash equivalents at beginning of period	656	754
Cash and cash equivalents at end of period	$446	$662
Supplemental Cash Flow Information		

Cash paid for income taxes	$(156)	$(175)
Cash paid for interest, net of amounts capitalized	$(242)	$(214)

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen Holdings plc

Notes to Condensed Consolidated Financial Statements

1. Background and Basis of Presentation

Background

Nielsen Holdings plc ("Nielsen" or the "Company"), together with its subsidiaries, is a leading global measurement and data analytics company that provides clients with a comprehensive understanding of consumers and consumer behavior. Nielsen is aligned into two reporting segments: what consumers buy ("Buy") and what consumers watch and listen to ("Watch"). Nielsen has a presence in more than 100 countries, with its registered office located in Oxford, the United Kingdom and headquarters located in New York, United States.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited but, in the opinion of management, contain all the adjustments (consisting of those of a normal recurring nature) considered necessary to present fairly the Company's financial position and the results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP") applicable to interim periods. For a more complete discussion of significant accounting policies, commitments and contingencies and certain other information, refer to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. All amounts are presented in U.S. Dollars ("$"), except for share data or where expressly stated as being in other currencies, e.g., Euros ("€"). The condensed consolidated financial statements include the accounts of Nielsen and all subsidiaries and other controlled entities. The Company has evaluated events occurring subsequent to September 30, 2018 for potential recognition or disclosure in the condensed consolidated financial statements and concluded there were no subsequent events that required recognition or disclosure other than those provided.

Earnings per Share

Basic net income per share is computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share is computed using the weighted-average number of shares of common stock and dilutive potential shares of common stock outstanding during the period. Dilutive potential shares of common stock consist of employee stock options and restricted stock units.

The effect of 4,110,836 and 4,141,427 shares of common stock equivalents under Nielsen's stock compensation plans were excluded from the calculation of diluted earnings per share for the three months ended September 30, 2018 and 2017, respectively, as such shares would have been anti-dilutive.

The effect of 4,105,322 and 4,349,803 shares of common stock equivalents under Nielsen's stock compensation plans were excluded from the calculation of diluted earnings per share for the nine months ended September 30, 2018 and 2017, respectively, as such shares would have been anti-dilutive.

Accounts Receivable

During the nine months ended September 30, 2018, Nielsen sold $154 million of accounts receivable to third parties and recorded an immaterial loss on the sales to interest expense, net in the condensed consolidated statement of operations. As of September 30, 2018 and December 31, 2017, $73 million and $110 million, respectively, remained outstanding. The sales were accounted for as true sales, without recourse. Nielsen maintains servicing responsibilities of most of the receivables, for which the related costs are not significant. The proceeds of $154 million from the sales were reported as a component of the changes in trade receivables, net within operating activities in the condensed consolidated statement of cash flows.

Operations in Argentina

Nielsen has operations in both the Buy and Watch segments in Argentina and the functional currency for those operations is the Argentine Peso. In accordance with U.S. GAAP, Argentina’s currency has been considered hyperinflationary since July 1, 2018, and, accordingly, local currency transactions have been denominated in U.S. dollars since July 1, 2018, and will continue to be denominated in U.S. dollars until Argentina’s currency is no longer deemed to be hyperinflationary. Nielsen will continue to assess the appropriate conversion rate based on events in Argentina and Nielsen Argentina operations. This event has had an immaterial impact on the Company’s condensed consolidated financial statements.

2. Summary of Recent Accounting Pronouncements

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update ("ASU"), "Revenue from Contracts with Customers." The new revenue recognition standard provides a five step analysis of transactions to determine when and how revenue is recognized. The new model requires revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services and shall be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption if using the modified retrospective transition method. In addition, the new standard requires disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted this ASU effective January 1, 2018 using the modified retrospective transition method. Except for the required financial statement disclosures included in Note 3 to the condensed consolidated financial statements, there was no impact to the Company's condensed consolidated financial statements.

Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost

In March 2017, the FASB issued an ASU, "Compensation — Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," which will change the presentation of net periodic benefit cost related to employer sponsored defined benefit plans and other postretirement benefits. Service cost will be included within the same income statement line item as other compensation costs arising from services rendered during the period, while other components of net periodic benefit pension cost will be presented separately outside of operating income. Additionally, only service costs may be capitalized in assets. This ASU is required to be applied retrospectively. As a result of the adoption of this ASU, the Company reclassified $3 million and $8 million from selling, general and administrative expenses to other income, net in its condensed consolidated statement of operations for the three and nine months ended September 30, 2017, respectively.

Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets

In February 2017, the FASB issued an ASU, "Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets," which clarifies the scope and application of ASC 610-20 on the sale or transfer of nonfinancial assets and in substance nonfinancial assets to noncustomers, including partial sales. It requires the application of certain recognition and measurement principles in ASC 606 when derecognizing nonfinancial assets and in substance nonfinancial assets, and the counterparty is not a customer. The Company adopted this ASU in the first quarter of 2018 and it did not have a material impact on the Company's condensed consolidated financial statements.

Compensation- Stock Compensation

In May 2017, the FASB issued an ASU, Compensation- Stock Compensation (Topic 718), "Scope of Modification Accounting," which amends the scope of modification accounting for share-based payment arrangements. The standard provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under ASC 718. Specifically, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. The Company adopted this ASU in the first quarter of 2018 and it did not have a material impact on the Company's condensed consolidated financial statements.

Leases

In February 2016, the FASB issued an ASU, "Leases." The new standard amends the recognition of lease assets and lease liabilities by lessees for those leases currently classified as operating leases and amends disclosure requirements associated with leasing arrangements. The new standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition method, and provides for certain practical expedients.

In 2016, the Company established a cross-functional implementation team consisting of representatives from across all of its business segments. Management utilized a bottoms-up approach to analyze the impact of the standard on our leasing portfolio by reviewing the current accounting policies and practices to identify potential differences that would result from applying the requirements of the new standard. In addition, management identified, and is in the process of implementing appropriate changes to our business processes, systems and controls to support the recognition and disclosure under the new standard.

While the Company continues to assess the impact the adoption of this ASU will have on the Company's condensed consolidated financial statements, the Company expects it will increase assets and liabilities on the condensed consolidated balance sheet.

Income taxes

In February 2018, the FASB issued an ASU, "Reclassification of Certain Tax Effects From Accumulated Comprehensive Income". The new standard will give companies the option to reclassify stranded tax effects caused by the newly-enacted US Tax Cuts and Jobs Act ("TCJA") from accumulated other comprehensive income (AOCI) to retained earnings. The new standard will take effect for all companies for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Nielsen is assessing the impact that the adoption of this ASU will have on the Company's condensed consolidated financial statements.

3. Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, using the modified retrospective method. The ASC has been applied to all contracts as of the date of adoption. There was no financial statement impact as a result of this adoption.

Revenue is measured based on the consideration specified in a contract with a customer. A significant portion of the Company's revenue is generated from information (primarily retail measurement and consumer panel services) and measurement (primarily from television, radio, internet and mobile audiences) services. The Company recognizes revenue when it satisfies a performance obligation by transferring control of a product or service to a customer, which generally occurs over time. Substantially all of the Company's customer contracts are non-cancelable and non-refundable.

The following is a description of principal activities, by reportable segment, from which the Company generates its revenues.

Revenue from the Buy segment consists primarily of retail measurement services, which provide market share, competitive sales volumes and insights into such activities as distribution, pricing, merchandising and promotion, and consumer panel services, which provide clients with insights into shopper behavior such as trial and repeat purchase for new products and likely substitutes as well as customer segmentation. Revenues for these services are recognized over the period during which the performance obligations are satisfied as the customer receives and consumes the benefits provided by the Company and control of the services is transferred to the customer.

The Company also provides consumer intelligence and analytical services that help clients make smarter business decisions throughout their product development and marketing cycles. The Company's performance under these arrangements do not create an asset with an alternative use to the company and generally include an enforceable right to payment for performance completed to date. As such, revenue for these services is typically recognized over time. Revenue for contracts that do not include an enforceable right to payment for performance completed to date is recognized at a point in time when the performance obligation is satisfied, generally upon delivery of the services, and when control of the services is transferred to the customer.

Revenue from our Watch segment is primarily generated from television, radio, digital and mobile measurement services which are used by the Company's clients to establish the value of airtime and more effectively schedule and promote their programming. As the customer simultaneously receives and consumes the benefits provided by the Company's performance, revenues for these services is recognized over the period during which the performance obligations are satisfied and control of the service is transferred to the customer.

The Company enters into cooperation arrangements with its customers, under which the customer provides Nielsen with its data in exchange for Nielsen's services. Nielsen records these transactions at fair value, which is determined based on the fair value of goods or services received, if reasonably estimable. If not reasonably estimable, the Company considers the fair value of the goods or services surrendered.

The table below sets forth the Company’s revenue disaggregated within each segment, including by primary geographic markets for Buy and by major product offerings for Watch and by timing of revenue recognition.

(IN MILLIONS) (UNAUDITED)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Buy Segment (primary geographical markets)				
Developed Markets	$481	$491	$1,440	$ 1,472
Emerging Markets	269	297	856	860
Core Buy	$750	$788	$2,296	$ 2,332
Corporate	$5	$15	$24	$ 51
Buy	$755	$803	$2,320	$ 2,383
Watch Segment (major product/service lines)				
Audience Measurement (Video and Text)	$607	$580	$1,815	$ 1,682
Audio	125	127	369	370
Marketing Effectiveness	80	89	250	237
Core Watch	$812	$796	$2,434	$ 2,289
Corporate/Other Watch	33	42	103	139
Watch	$845	$838	$2,537	$ 2,428
Total Core Buy and Watch	$1,562	$1,584	$4,730	$ 4,621
Total	$1,600	$1,641	$4,857	$ 4,811
Timing of revenue recognition				
Products transferred at a point in time	$140	$124	$420	$ 343
Products and services transferred over time	1,460	1,517	4,437	4,468
Total	$1,600	$1,641	$4,857	$ 4,811

Contract Assets and Liabilities

Contract assets represent the Company’s rights to consideration in exchange for services transferred to a customer that have not been billed as of the reporting date. While the Company’s rights to consideration are generally unconditional at the time its performance obligations are satisfied, under certain circumstances the related billing occurs in arrears, generally within one month of the services being rendered.

At the inception of a contract, the Company generally expects the period between when it transfers its services to its customers and when the customer pays for such services will be one year or less. The Company has elected to apply the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component.

Contract liabilities relate to advance consideration received or the right to consideration that is unconditional from customers for which revenue is recognized when the performance obligation is satisfied and control transferred to the customer.

The table below sets forth the Company’s contract assets and contract liabilities from contracts with customers.

(IN MILLIONS)	September 30, 2018	December 31, 2017
Contract assets	$ 285	$ 259
Contract liabilities	$ 345	$ 361

The increase in the contract assets balance during the period was primarily due to $232 million of revenue recognized that was not billed, in accordance with the terms of the contracts, as of September 30, 2018, offset by $209 million of contract assets included in the December 31, 2017 balance that were subsequently invoiced to our clients and therefore transferred to trade receivables.

The movement in the contract liability balance during the period was primarily due to $289 million of advance consideration received or the right to consideration that is unconditional from customers for which revenue was not recognized during the period, as of September 30, 2018, offset by $310 million of revenue recognized during the period that had been included in the December 31, 2017 contract liability balance. For the three months ended September 30, 2018, Nielsen recognized $33 million of revenue that was included in the December 31, 2017 contract liability balance.

Transaction Price Allocated to the Remaining Performance Obligations

As of September 30, 2018, approximately $6.8 billion of revenue is expected to be recognized from remaining performance obligations that are unsatisfied (or partially unsatisfied) for our services. This amount excludes variable consideration allocated to performance obligations related to sales and usage based royalties on licenses of intellectual property.

The Company expects to recognize revenue on approximately 62% of these remaining performance obligations through December 31, 2019, with the balance recognized thereafter.

Deferred Costs

Incremental direct costs incurred to build the infrastructure to service new contracts are capitalized as a contract cost. As of September 30, 2018 and December 31, 2017, the balances of such capitalized costs were $26 million and $37 million, respectively. These costs are typically amortized through cost of revenues over the original contract period beginning when the infrastructure to service new clients is ready for its intended use. The amortization of these costs for the three and nine months ended September 30, 2018 was $8 million and $15 million, respectively. There was no impairment loss recorded in any of the periods presented.

4. Business Acquisitions

Gracenote

On February 1, 2017, Nielsen completed the acquisition of Gracenote Inc., Gracenote Canada, Inc., Gracenote Netherlands Holdings B.V., Tribune Digital Ventures, LLC, and Tribune International Holdco, LLC (each, a “Gracenote Company” and together “Gracenote”) through the purchase of 100% of Gracenote’s outstanding common stock for a total purchase price of $585 million. Nielsen acquired the data and technology that underpins the programming guides and personnel user experience for major video, music, audio and sports content. This acquisition expands Nielsen’s footprint with major clients including Gracenote’s global content database which spans across platforms including multichannel video programing distributors (MVPD’s), smart television, streaming music services, connected devices, media players and in-car infotainment systems.

The Company incurred acquisition-related expenses of zero and $6 million for the three and nine months ended September 30, 2017, respectively, which primarily consisted of transaction fees, legal, accounting and other professional services that are included in selling, general and administrative expense in the condensed consolidated statement of operations.

The following unaudited pro forma information presents the consolidated results of operations of the Company and Gracenote for the nine months ended September 30, 2017, as if the acquisition had occurred on January 1, 2017, with pro forma adjustments to give effect to amortization of intangible assets, an increase in interest expense from acquisition financing, and certain other adjustments:

	Nine Months Ended September 30, 2017
(IN MILLIONS)	
Revenues	$ 4,829
Income from continuing operations	$ 356

The unaudited pro forma results do not reflect any synergies and are not necessarily indicative of the results that the Company would have attained had the acquisition of Gracenote been completed as of the beginning of the reporting period.

Other Acquisitions

For the nine months ended September 30, 2018, Nielsen paid cash consideration of $39 million associated with current period acquisitions, net of cash acquired. Had these acquisitions occurred as of January 1, 2018, the impact on Nielsen’s consolidated results of operations would not have been material.

For the nine months ended September 30, 2017, excluding Gracenote, Nielsen paid cash consideration of $28 million associated with both current period and previously executed acquisitions, net of cash acquired. Had these 2017 acquisitions occurred as of January 1, 2017, the impact on Nielsen's consolidated results of operations would not have been material.

5. Goodwill and Other Intangible Assets

Goodwill

The table below summarizes the changes in the carrying amount of goodwill by reportable segment for the nine months ended September 30, 2018.

(IN MILLIONS)	Buy	Watch	Total
Balance, December 31, 2017	$2,844	$5,651	$8,495
Acquisitions, divestitures and other adjustments	10	15	25
Effect of foreign currency translation	(58)	(8)	(66)
Balance, September 30, 2018	$2,796	$5,658	$8,454

At September 30, 2018, $53 million of the goodwill is expected to be deductible for income tax purposes.

Other Intangible Assets

(IN MILLIONS)	Gross Amounts September 30, 2018	Gross Amounts December 31, 2017	Accumulated Amortization September 30, 2018	Accumulated Amortization December 31, 2017
Indefinite-lived intangibles:				
Trade names and trademarks	$1,921	$ 1,921	$—	$ —
Amortized intangibles:				
Trade names and trademarks	139	139	(101)	(92)
Customer-related intangibles	3,180	3,174	(1,590)	(1,463)
Covenants-not-to-compete	39	39	(37)	(37)
Content databases	168	168	(22)	(12)
Computer software	3,010	2,681	(1,704)	(1,498)
Patents and other	175	171	(125)	(114)
Total	$6,711	$ 6,372	$(3,579)	$ (3,216)

Amortization expense associated with the above intangible assets was $125 million and $114 million for the three months ended September 30, 2018 and 2017, respectively. These amounts included amortization expense associated with computer software of $73 million and $64 million for the three months ended September 30, 2018 and 2017, respectively.

Amortization expense associated with the above intangible assets was $362 million and $341 million for the nine months ended September 30, 2018 and 2017, respectively. These amounts included amortization expense associated with computer software of $206 million and $190 million for the nine months ended September 30, 2018 and 2017, respectively.

Nielsen assesses indicators of impairment during interim periods. During the second quarter of 2018, in connection with its quarterly forecasting cycle, the Company updated the forecasted operating results for each of its businesses based on the most recent financial results and best estimates of future operations. The updated forecasts reflected a decline in near-term revenue growth and profitability, primarily in its Buy business. Accordingly, in connection with the preparation of the Condensed Consolidated Financial Statements for the period ended June 30, 2018, the Company performed an updated impairment analysis. Based on this analysis, Nielsen concluded that the fair value of its reporting units was in excess of carrying value as of such date. Therefore, management concluded it was not more-likely-than-not that an impairment had occurred. However, the fair value of one of Nielsen's reporting units exceeded its carrying value by less than 10%, compared to greater than 20% during our last annual impairment assessment performed as of October 1, 2017. Nielsen also concluded that the fair value of other indefinite-lived assets exceeded carrying value.

Nielsen performs sensitivity analyses on its assumptions, primarily around both the long-term growth rate and discount rate assumptions. Nielsen's sensitivity analyses include several combinations of reasonably possible scenarios with regard to these assumptions. However, Nielsen consistently tests a one percent movement in both its long-term growth rate and discount rate assumptions. When applying these sensitivity analyses, the Company noted that the fair value was less than the underlying book value for one of its reporting units. Even though Nielsen's sensitivity analyses, based upon reasonably possible adverse changes in assumptions, showed a potential shortfall in one of its reporting units, Nielsen believes that management has the ability to execute certain productivity and other actions in order to increase the results of operations and cash flows of its reporting units. While management believes that these sensitivity analyses provide a reasonable basis on which to evaluate the recovery of Nielsen's goodwill, other facts or circumstances may arise that could impact the impairment assessment and therefore these analyses should not be used as a sole predictor of impairment.

Based on the operating results for the three months ended September 30, 2018, management similarly concluded it was not more-likely-than-not that an impairment had occurred. Should operating results decline versus management's latest forecast for any reason, including if the Buy business results do not meet current expectations or should the Company's recently announced review of strategic alternatives lead to changes in investment strategies, then goodwill may be at risk for impairment in the future. The Company is in the process of performing its annual impairment assessment as of October 1, 2018.

6. Changes in and Reclassification out of Accumulated Other Comprehensive Loss by Component

The table below summarizes the changes in accumulated other comprehensive loss, net of tax, by component for the nine months ended September 30, 2018 and 2017.

(IN MILLIONS)	Foreign Currency Translation Adjustments	Cash Flow Hedges	Post Employment Benefits	Total
Balance December 31, 2017	$ (610)	$ 10	$ (340)	$ (940)
Other comprehensive (loss)/income before reclassifications	(97)	18	—	(79)
Amounts reclassified from accumulated other comprehensive (loss)/income	—	(2)	12	10
Net current period other comprehensive (loss)/income	(97)	16	12	(69)
Net current period other comprehensive income attributable to noncontrolling interest	1	—	—	1
Net current period other comprehensive (loss)/income attributable to Nielsen stockholders	(98)	16	12	(70)
Balance September 30, 2018	$ (708)	$ 26	$ (328)	$ (1,010)

(IN MILLIONS)	Foreign Currency Translation Adjustments	Cash Flow Hedges	Post Employment Benefits	Total
Balance December 31, 2016	$ (856)	$ (1)	$ (354)	$ (1,211)
Other comprehensive income/(loss) before reclassifications	224	1	—	225
Amounts reclassified from accumulated other comprehensive loss	—	2	10	12
Net current period other comprehensive income	224	3	10	237
Net current period other comprehensive income attributable to noncontrolling interest	5	—	—	5
Net current period other comprehensive income attributable to Nielsen stockholders	219	3	10	232
Balance September 30, 2017	$ (637)	$ 2	$ (344)	$ (979)

The table below summarizes the reclassification of accumulated other comprehensive loss by component for the three months ended September 30, 2018 and 2017, respectively.

(IN MILLIONS) Details about Accumulated Other Comprehensive Income components	Amount Reclassified from Accumulated Other Comprehensive Loss: Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Affected Line Item in the Condensed Consolidated Statement of Operations
Cash flow hedges			
Interest rate contracts	$ (2)	$ 2	Interest (income)/expense
	(1)	1	(Provision)/benefit for income taxes
	$ (1)	$ 1	Total, net of tax
Amortization of Post-Employment Benefits			
Actuarial loss	$ 5	$ 4	(a)
	1	1	Benefit for income taxes
	$ 4	$ 3	Total, net of tax
Total reclassification for the period	$ 3	$ 4	Net of tax

(a) This accumulated other comprehensive loss component is included in the computation of net periodic pension cost.

The table below summarizes the reclassification of accumulated other comprehensive loss by component for the nine months ended September 30, 2018 and 2017, respectively.

(IN MILLIONS) Details about Accumulated Other Comprehensive Income components	Amount Reclassified from Accumulated Other Comprehensive Loss: Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017	Affected Line Item in the Condensed Consolidated Statement of Operations
Cash flow hedges			
Interest rate contracts	$ (3)	$ 4	Interest (income)/expense
	(1)	2	(Provision)/benefit for income taxes
	$ (2)	$ 2	Total, net of tax
Amortization of Post-Employment Benefits			
Actuarial loss	$ 14	$ 13	(a)

		2		3	Benefit for income taxes
	$	12	$	10	Total, net of tax
Total reclassification for the period	$	10	$	12	Net of tax

(a) This accumulated other comprehensive loss component is included in the computation of net periodic pension cost.

7. Restructuring Activities

A summary of the changes in the liabilities for restructuring activities is provided below:

(IN MILLIONS)	Total Initiatives	
Balance at December 31, 2017	$ 58	
Charges	108	
Payments	(98	)
Effect of foreign currency translation and other adjustments	(1	)
Balance at September 30, 2018	$ 67	

Nielsen recorded $19 million and $7 million in restructuring charges for the three months ended September 30, 2018 and September 30, 2017, respectively, and $108 million and $48 million in restructuring charges for the nine months ended September 30, 2018 and September 30, 2017, respectively. These charges are primarily related to programs associated with Nielsen's plans to reduce selling, general and administrative expenses and consolidate operations centers, as well as automation initiatives.

Of the $67 million in remaining liabilities for restructuring actions, $56 million is expected to be paid within one year and is classified as a current liability within the condensed consolidated balance sheet as of September 30, 2018.

8. Fair Value Measurements

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which the Company would transact, and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

There are three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable and may not be corroborated by market data.

Financial Assets and Liabilities Measured on a Recurring Basis

The Company's financial assets and liabilities are measured and recorded at fair value, except for equity method investments, cost method investments, and long-term debt. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

The following table summarizes the valuation of the Company's material financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2018 and December 31, 2017:

(IN MILLIONS)	September 30, 2018	Level 1	Level 2	Level 3
Assets:				
Plan assets for deferred compensation [(1)]	30	30	—	—
Investment in mutual funds [(2)]	2	2	—	—
Interest rate swap arrangements [(3)]	40	—	40	—
Total	$ 72	$ 32	$ 40	—
Liabilities:				

Interest rate swap arrangements [3]	$ —	—	$ —	—
Deferred compensation liabilities [4]	30	30	—	—
Total	$ 30	$ 30	$ —	—

	December 31, 2017	Level 1	Level 2	Level 3
Assets:				
Plan assets for deferred compensation (1)	33	33	—	—
Investment in mutual funds (2)	2	2	—	—
Interest rate swap arrangements (3)	17	—	17	—
Total	$ 52	$ 35	17	—
Liabilities:				
Interest rate swap arrangements (3)	$ —	—	$ —	—
Deferred compensation liabilities (4)	33	33	—	—
Total	$ 33	$ 33	$ —	—

(1) Plan assets are comprised of investments in mutual funds, which are intended to fund liabilities arising from deferred compensation plans. These investments are carried at fair value, which is based on quoted market prices at period end in active markets. These investments are classified as trading securities with any gains or losses resulting from changes in fair value recorded in other expense, net in the condensed consolidated statement of operations.

(2) Investments in mutual funds are money-market accounts held with the intention of funding certain specific retirement plans.

(3) Derivative financial instruments include interest rate swap arrangements recorded at fair value based on externally-developed valuation models that use readily observable market parameters and the consideration of counterparty risk.

(4) The Company offers certain employees the opportunity to participate in a deferred compensation plan. A participant's deferrals are invested in a variety of participant directed stock and bond mutual funds and are classified as trading securities. Changes in the fair value of these securities are measured using quoted prices in active markets based on the market price per unit multiplied by the number of units held exclusive of any transaction costs. A corresponding adjustment for changes in fair value of the trading securities is also reflected in the changes in fair value of the deferred compensation obligation.

Derivative Financial Instruments

Nielsen primarily uses interest rate swap derivative instruments to manage the risk that changes in interest rates will affect the cash flows of its underlying debt obligations.

To qualify for hedge accounting, the hedging relationship must meet several conditions with respect to documentation, probability of occurrence, hedge effectiveness and reliability of measurement. Nielsen documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions as well as the hedge effectiveness assessment, both at the hedge inception and on an ongoing basis. Nielsen recognizes all derivatives at fair value either as assets or liabilities in the consolidated balance sheets and changes in the fair values of such instruments are recognized currently in earnings unless specific hedge accounting criteria are met. If specific cash flow hedge accounting criteria are met, Nielsen recognizes the changes in fair value of these instruments in accumulated other comprehensive income/(loss).

Nielsen manages exposure to possible defaults on derivative financial instruments by monitoring the concentration of risk that Nielsen has with any individual bank and through the use of minimum credit quality standards for all counterparties. Nielsen does not require collateral or other security in relation to derivative financial instruments. A derivative contract entered into between Nielsen or certain of its subsidiaries and a counterparty that was also a lender under Nielsen's senior secured credit facilities at the time the derivative contract was entered into is guaranteed under the senior secured credit facilities by Nielsen and certain of its subsidiaries (see Note 9 - Long-term Debt and Other Financing Arrangements for more information). Since it is Nielsen's policy to only enter into derivative contracts with banks of internationally acknowledged standing, Nielsen considers the counterparty risk to be remote.

It is Nielsen's policy to have an International Swaps and Derivatives Association ("ISDA") Master Agreement established with every bank with which it has entered into any derivative contract. Under each of these ISDA Master Agreements, Nielsen agrees to settle only the net amount of the combined market values of all derivative contracts outstanding with any one counterparty should that counterparty default. Certain of the ISDA Master Agreements contain cross-default provisions where if the Company either defaults in payment obligations under its credit facility or if such obligations are accelerated by the lenders, then the Company could also be declared in default on its derivative obligations. At September 30, 2018, Nielsen had no material exposure to potential economic losses due to counterparty credit default risk or cross-default risk on its derivative financial instruments.

Foreign Currency Exchange Risk

During the nine months ended September 30, 2018 and 2017, Nielsen recorded a net loss of $1 million and zero, respectively, associated with foreign currency derivative financial instruments within foreign currency exchange transactions losses, net in its condensed consolidated statements of operations. As of September 30, 2018 and December 31, 2017 the notional amounts of the outstanding foreign currency derivative financial instruments were $84 million and $74 million, respectively.

Interest Rate Risk

Nielsen is exposed to cash flow interest rate risk on the floating-rate U.S. Dollar and Euro Term Loans, and uses floating-to-fixed interest rate swaps to hedge this exposure. For these derivatives, Nielsen reports the after-tax gain or loss from the effective portion of the hedge as a component of accumulated other comprehensive income/(loss) and reclassifies it into earnings in the same period or periods in which the hedged transaction affects earnings, and within the same income statement line item as the impact of the hedged transaction.

In May 2018, the Company entered into a $250 million aggregate notional amount five-year interest rate swap agreement with a starting date of May 9, 2018. This agreement fixes the LIBOR-related portion of interest rates of a corresponding amount of the Company’s variable-rate debt at an average rate of 2.72%. This derivative has been designated as an interest rate cash flow hedge.

As of September 30, 2018, the Company had the following outstanding interest rate swaps utilized in the management of its interest rate risk:

	Notional Amount	Maturity Date	Currency
Interest rate swaps designated as hedging instruments			
US Dollar term loan floating-to-fixed rate swaps	$150,000,000	April 2019	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	June 2019	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$150,000,000	July 2019	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	July 2020	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	July 2020	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	October 2020	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	October 2021	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	July 2022	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	May 2023	US Dollar

The table below summarizes effect of cash flow hedge accounting on the condensed consolidated statement of operations for the three and nine months ended September 30, 2018 and 2017 respectively:

	Interest Expense Three Months	Interest Expense Nine Months

(IN MILLIONS)	Ended September 30, 2018	2017	Ended September 30, 2018	2017
Interest expense (Location in the consolidated statement of operations in which the effects of cash flow hedges are recorded)	$ 99	$ 95	$ 295	$ 277
Amount of (gain)/loss reclassified from accumulated other comprehensive income into income, net of tax	$ (1)	$ 1	$ (2)	$ 2
Amount of loss reclassified from accumulated other comprehensive income into income as a result that a forecasted transaction is no longer probable of occurring, net of tax	$ —	$ —	$ —	$ —

Nielsen expects to recognize approximately $16 million of net pre-tax gains from accumulated other comprehensive loss to interest expense in the next 12 months associated with its interest-related derivative financial instruments.

Fair Values of Derivative Instruments in the Consolidated Balance Sheets

The fair values of the Company's derivative instruments as of September 30, 2018 and December 31, 2017 were as follows:

Derivatives Designated as Hedging Instruments	September 30, 2018			December 31, 2017		
(IN MILLIONS)	Other Current Assets	Other Non-Current Assets	Other Non-Current Liabilities	Other Current Assets	Other Non-Current Assets	Other Non-Current Liabilities
Interest rate swaps	$ 5	$ 35	$ —	$—	$ 17	$ —

Derivatives in Cash Flow Hedging Relationships

The pre-tax effect of derivative instruments in cash flow hedging relationships for the three months ended September 30, 2018 and 2017 was as follows:

Derivatives in Cash Flow Hedging Relationships (IN MILLIONS)	Amount of (Gain)/Loss Recognized in OCI (Effective Portion) Three Months Ended September 30,		Location of Loss Reclassified from AOCI into Income (Effective Portion)	Amount of (Gain)/Loss Reclassified from AOCI into Income (Effective Portion) Three Months Ended September 30,	
	2018	2017		2018	2017
Interest rate swaps	$ (5)	$ 3	Interest expense	$ (2)	$ 2

The pre-tax effect of derivative instruments in cash flow hedging relationships for the nine months ended September 30, 2018 and 2017 was as follows:

Derivatives in Cash Flow Hedging Relationships (IN MILLIONS)	Amount of Gain Recognized in OCI (Effective Portion) Nine Months Ended September 30,		Location of Loss Reclassified from AOCI into Income (Effective Portion)	Amount of (Gain)/Loss Reclassified from AOCI into Income (Effective Portion) Nine Months Ended September 30,	
	2018	2017		2018	2017
Interest rate swaps	$ 26	$ 2	Interest expense	$ (3)	$ 4

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company is required, on a nonrecurring basis, to adjust the carrying value using fair value measurements or provide valuation allowances for certain assets using the more-likely-than-not criteria. The Company's equity method investments, cost method investments, and non-financial assets, such as goodwill, intangible assets, and property, plant and equipment, are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment charge is recognized.

The Company did not measure any material non-financial assets or liabilities at fair value during the nine months ended September 30, 2018.

9. Long-term Debt and Other Financing Arrangements

Unless otherwise stated, interest rates are as of September 30, 2018.

	September 30, 2018			December 31, 2017		
(IN MILLIONS)	Weighted Interest Rate	Carrying Amount	Fair Value	Weighted Interest Rate	Carrying Amount	Fair Value
$2,080 million Senior secured term loan (LIBOR based variable rate of 3.43%) due 2019		$ —	—		$ 1,392	1,397
$1,125 million Senior secured term loan (LIBOR based variable rate of 3.88%) due 2023		1,119	1,124		—	—
$2,303 million Senior secured term loan (LIBOR based variable rate of 4.13%) due 2023		2,291	2,294		2,232	2,247
€380 million Senior secured term loan (Euro LIBOR based variable rate of 2.09%) due 2021		—	—		450	452
€545 million Senior secured term loan (Euro LIBOR based variable rate of 2.50%) due 2023		632	634		—	—
$850 million senior secured revolving credit facility (Euro LIBOR or LIBOR based variable rate) due 2023		204	204		—	—
Total senior secured credit facilities (with weighted-average interest rate)	3.89%	4,246	4,256	3.39%	4,074	4,096
$800 million 4.50% senior debenture loan due 2020		796	800		795	809
$625 million 5.50% senior debenture loan due 2021		621	628		620	643
$2,300 million 5.00% senior debenture loan due 2022		2,290	2,244		2,288	2,362
$500 million 5.00% senior debenture loan due 2025		496	490		496	518
Total debenture loans (with weighted-average interest rate)	5.22%	4,203	4,162	5.22%	4,199	4,332
Other loans		1	1		1	1
Total long-term debt	4.55%	8,450	8,419	4.32%	8,274	8,429
Capital lease and other financing obligations		160			167	
Bank overdrafts		1			—	
Total debt and other financing arrangements		8,611			8,441	
Less: Current portion of long-term debt, capital lease and other financing obligations and other short-term borrowings		307			84	
Non-current portion of long-term debt and capital lease and other financing obligations		$ 8,304			$ 8,357	

The fair value of the Company’s long-term debt instruments was based on the yield on public debt where available or current borrowing rates available for financings with similar terms and maturities and such fair value measurements are considered Level 1 or Level 2 in nature, respectively.

Annual maturities of Nielsen’s long-term debt are as follows:

(IN MILLIONS)

For October 1, 2018 to December 31, 2018	$216
2019	45
2020	855
2021	703
2022	2,402
2023	3,735
Thereafter	494
	$8,450

In June 2018, Nielsen entered into an Amendment Agreement to amend and restate its Fourth Amended and Restated Credit Agreement (the “Prior Credit Agreement”) in the form of the Fifth Amended and Restated Credit Agreement (the “Amended Credit Agreement”). Among other things, the Amendment Agreement provided for: (i) the refinancing and replacement of the prior Tranche A Revolving Credit Facility with a new Tranche A Revolving Credit Facility having commitments in an aggregate principal amount of $850,000,000; (ii) the refinancing and replacement of the prior Class A Term Loans with new Class A Term Loans in an aggregate principal amount of $1,125,000,000; (iii) the refinancing and replacement of the prior Class B-2 Euro Term Loans with new Class B-2 Euro Term Loans in an aggregate principal amount of €545,245,518; and (iv) incurring incremental term loans in the form of Class B-4 Term Loans in an aggregate principal amount of $75,000,000.

The proceeds of loans under each replacement facility were used to replace or refinance the entire outstanding principal amount of loans under the prior facility that was replaced, and the proceeds of the incremental Class B-4 Term Loans, together with a portion of the proceeds of the Class B-2 Euro Term Loans in excess of the amount of the prior Class B-2 Euro Term Loans that were replaced, were used to prepay the amount of prior Class A Term Loans in excess of the amount of new Class A Term Loans.

The new Class A Term Loans will mature in full on July 9, 2023 and are required to be repaid in quarterly installments in an aggregate amount equal to 0.63% of the original principal amount of the Class A Term Loans for each of the first eight quarters following the effective date of the Amendment Agreement, 1.25% of the original principal amount of the Class A Term Loans for each of the subsequent eight quarters and 2.50% of the original principal amount of the Class A Term Loans for each of the subsequent three quarters, with the balance payable on July 9, 2023. The new Class B-2 Euro Term Loans will mature in full on October 4, 2023 and are required to be repaid in equal quarterly installments in an aggregate amount equal to 0.25% of the original principal amount of the Class B-2 Euro Term Loans, with the balance payable on October 4, 2023. The Class B-4 Term Loans will mature in full on October 4, 2023 and are required to be repaid in equal quarterly installments in an aggregate amount equal to 0.25% of the original principal amount of the Class B-4 Term Loans, with the balance payable on October 4, 2023. The new Tranche A Revolving Credit Facility matures on July 9, 2023.

The new Class A Term Loans and loans under the new Tranche A Revolving Credit Facility bear interest at a rate per annum equal to, at our election, (i) a base rate or eurocurrency rate, plus (ii) an applicable margin determined by reference to the Total Leverage Ratio (as defined in the Amended Credit Agreement), which varies from 0.25% to 1.00%, in the case of base rate loans, and from 1.25% to 2.00%, in the case of eurocurrency rate loans. The Class B-2 Euro Term Loans bear interest at a rate per annum equal to (i) a eurocurrency rate plus (ii) an applicable margin equal to 2.50%. The Class B-4 Term Loans bear interest at a rate per annum equal to, at our election, (i) a base rate or eurocurrency rate, plus (ii) an applicable margin, which is equal to 2.00%, in the case of eurocurrency loans, or 1.00%, in the case of base rate loans.

The Amended Credit Agreement contains substantially the same affirmative and negative covenants as those of the Prior Credit Agreement, except the exceptions to the restrictions on restricted payments and investments that are determined by reference to the Total Leverage Ratio were amended to increase the applicable limits.

Nielsen wrote-off certain previously capitalized deferred financing fees of $2 million associated with the June 2018 debt refinancing and incurred certain costs in connection with the refinancing of $5 million.

10. Stockholders’ Equity

Common stock activity is as follows:

	Nine Months Ended September 30, 2018
Actual number of shares of common stock outstanding	
Beginning of period	355,944,976
Shares of common stock issued through compensation plans	1,248,323
Employee benefit trust activity	10,177
Repurchases of common stock	(2,220,156)
End of period	354,983,320

On January 31, 2013, the Company's Board of Directors (the "Board") adopted a cash dividend policy to pay quarterly cash dividends on its outstanding common stock. The following table represents the cash dividends declared by the Board and paid to shareholders for the year ended December 31, 2017 and the nine months ended September 30, 2018, respectively.

Declaration Date	Record Date	Payment Date	Dividend Per Share
February 16, 2017	March 2, 2017	March 16, 2017	$ 0.31
April 24, 2017	June 2, 2017	June 16, 2017	$ 0.34
July 20, 2017	August 24, 2017	September 7, 2017	$ 0.34
October 19, 2017	November 21, 2017	December 5, 2017	$ 0.34
February 18, 2018	March 7, 2018	March 21, 2018	$ 0.34
April 19, 2018	June 6, 2018	June 20, 2018	$ 0.35
July 19, 2018	August 22, 2018	September 5, 2018	$ 0.35

On October 18, 2018, the Board declared a cash dividend of $0.35 per share on Nielsen's common stock. The dividend is payable on December 5, 2018 to stockholders of record at the close of business on November 21, 2018.

The dividend policy and the payment of future cash dividends are subject to the discretion of the Board.

Nielsen's Board approved a share repurchase program, as included in the below table, for up to $2 billion in the aggregate of the Company's outstanding common stock. The primary purposes of the program are to return value to shareholders and to mitigate dilution associated with Nielsen's equity compensation plans.

Board Approval	Share Repurchase Authorization ($ in millions)
July 25, 2013	$ 500
October 23, 2014	$ 1,000
December 11, 2015	$ 500
Total Share Repurchase Authorization	$ 2,000

Repurchases under this program will be made in accordance with applicable securities laws from time to time in the open market or otherwise depending on Nielsen's evaluation of market conditions and other factors. This program has been executed within the limitations of the authority granted by Nielsen's shareholders.

As of September 30, 2018, there have been 39,426,521 shares of the Company's common stock purchased at an average price of $44.95 per share (total consideration of approximately $1,772 million) under this program.

The activity for the nine months ended September 30, 2018 consisted of open market share repurchases and is summarized in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Publicly Announced Plans or Programs
As of December 31, 2017	37,206,365	$ 45.74	37,206,365	$298,118,746
2018 Activity				
January 1- 31	—	$ —	—	$298,118,746
February 1- 28	187,048	$ 33.31	187,048	$291,887,826
March 1- 31	424,324	$ 33.04	424,324	$277,868,369
April 1-30	155,878	$ 32.24	155,878	$272,843,463
May 1-31	922,862	$ 30.79	922,862	$244,424,375
June 1-30	208,510	$ 30.85	208,510	$237,992,519
July 1-31	321,534	$ 31.26	321,534	$227,942,536
August 1-31	—	$ —	—	$227,942,536
September 1-30	—	$ —	—	$227,942,536
Total	39,426,521	$ 44.95	39,426,521	

11. Income Taxes

The effective tax rate for each of the three months ended September 30, 2018 and 2017 was 38%. The tax rate for each of the three months ended September 30, 2018 and 2017 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, and the effect of global licensing activities and foreign distributions, offset by the favorable impact of certain financing activities.

The effective tax rates for the nine months ended September 30, 2018 and 2017 were 36% and 39%, respectively. The tax rate for the nine months ended September 30, 2018 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, and the effect of global licensing activities and foreign distributions, offset by the favorable impact of certain financing activities. The tax rate for the nine months ended September 30, 2017 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, and the effect of global licensing activities, offset by the favorable impact of certain financing activities and the impact of share-based compensation excess tax benefit. The principal reason for the decrease in the effective tax rate in the nine months ended September 30, 2018, when compared to the nine months ended September 30, 2017 was due to tax reform enacted within the United States.

The TCJA was enacted in December 2017. The TCJA reduces the U.S. federal corporate income tax rate from 35 percent to 21 percent, effective as of January 1, 2018, and creates a territorial-style taxing system. The TCJA also requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously deferred and also creates new taxes on certain types of foreign earnings. Nielsen is subject to the provisions of the FASB ASC 740-10, Income Taxes, which requires that the effect on deferred tax assets and liabilities of a change in tax rates be recognized in the period the tax rate change was enacted. In December 2017, the SEC staff issued Staff Accounting Bulletin 118 ("SAB 118") which provides that companies that have not completed their accounting for the effects of the TCJA can determine a reasonable estimate of those effects and should include a provisional amount based on their reasonable estimate in their financial statements. The guidance in SAB 118 also allows companies to adjust the provisional amounts during a one year measurement period which is similar to the measurement period used when accounting for business combinations.

As of September 30, 2018, Nielsen has not completed our accounting for all of the tax effects associated with the enactment of the TCJA. However, Nielsen has made a reasonable estimate of the (a) effects on our existing deferred tax balances, (b) one-time transition tax, (c) Base Erosion and Anti-Abuse Tax (BEAT), (d) Global Intangible Low-Taxed Income (GILTI) and (e) Foreign Derived Intangible Income (FDII). Although Nielsen has estimated the current tax impact of GILTI as a component of Nielsen's annual effective tax rate, given the complexity of the GILTI provisions, the Company is still evaluating its accounting policy in respect of recognizing associated deferred taxes.

Nielsen continues to gather additional information related to the transition tax estimates and deferred tax estimates to more precisely compute the transition tax and re-measurement of deferred taxes. Nielsen continues to interpret any additional guidance issued by the U.S. Treasury Department, the IRS or other standard-setting bodies and will complete any adjustments to the provisional amounts within the SAB 118 measurement period.

The estimated liability for unrecognized income tax benefits as of December 31, 2018 is $456 million and was $452 million as of December 31, 2017. If the Company's tax positions are favorably sustained by the taxing authorities, the reversal of the underlying liabilities would reduce the Company's effective tax rate in future periods.

The Company files numerous consolidated and separate income tax returns in the U.S. and in many state and foreign jurisdictions. With few exceptions the Company is no longer subject to U.S. Federal income tax examination for 2006 and prior periods. In addition, the Company has subsidiaries in various states, provinces and countries that are currently under audit for years ranging from 2003 through 2017.

To date, the Company is not aware of any material adjustments not already accrued related to any of the current Federal, state or foreign audits under examination.

12. Commitments and Contingencies

Legal Proceedings and Contingencies

In August 2018, two putative stockholder class action lawsuits were filed in the Southern District of New York, naming as defendants Nielsen, Chief Executive Officer Dwight Mitchell Barns, and former Chief Financial Officer Jamere Jackson. A third lawsuit, which alleges similar facts but also names other defendants, including former Chief Operating Officer Stephen Hasker, was filed in the Northern District of Illinois in September 2018. These lawsuits assert violations of certain provisions of the Securities Exchange Act of 1934, based on allegedly false and materially misleading statements relating to the outlook of Nielsen's Buy segment, Nielsen's preparedness for changes in global data privacy laws and Nielsen's reliance on third-party data. Nielsen expects that an amended or consolidated complaint relating to these cases will be filed after appointment of a lead plaintiff and intends to file a motion to dismiss the amended or consolidated complaint. Nielsen intends to defend these lawsuits vigorously. Based on currently available information, Nielsen believes that it has meritorious defenses to these actions and that their resolution is not likely to have a material adverse effect on its business, financial position, or results of operations.

Nielsen is also subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, the Company does expect that the ultimate disposition of these matters will not have a material adverse effect on its operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect the Company's future results of operations or cash flows in a particular period.

13. Segments

The Company aligns its operating segments in order to conform to management's internal reporting structure, which is reflective of service offerings by industry. Management aggregates such operating segments into two reporting segments: what consumers buy ("Buy"), consisting principally of market research information and analytical services; and what consumers watch and listen to ("Watch"), consisting principally of television, radio, online and mobile audience and advertising measurement and corresponding analytics.

Corporate consists principally of unallocated items such as certain facilities and infrastructure costs as well as intersegment eliminations. Certain corporate costs, other than those described above, including those related to selling, finance, legal, human resources, and information technology systems, are considered operating costs and are allocated to the Company's segments based on either the actual amount of costs incurred or on a basis consistent with the operations of the underlying segment. Information with respect to the operations of each of Nielsen's business segments is set forth below based on the nature of the services offered and geographic areas of operations.

Business Segment Information

(IN MILLIONS)	Buy	Watch	Corporate	Total
Three Months Ended September 30, 2018				
Revenues	$755	$845	$ —	$1,600
Depreciation and amortization	$58	$115	$ 2	$175
Restructuring charges	$16	$4	$ (1)	$19
Stock-based compensation expense	$2	$2	$ (3)	$1
Other items[1]	$—	$—	$ 15	$15
Operating income/(loss)	$33	$256	$ (28)	$261
Business segment income/(loss)[2]	$109	$377	$ (15)	$471
Total assets as of September 30, 2018	$6,877	$9,768	$ (10)	$16,635

(IN MILLIONS)				
Three Months Ended September 30, 2017				
Revenues	$803	$838	$—	$1,641
Depreciation and amortization	$53	$106	$1	$160
Restructuring charges	$4	$2	$1	$7

Stock-based compensation expense	$3	$2	$3	$8
Other items[1]	$—	$—	$10	$10
Operating income/(loss)	$84	$280	$(30)	$334
Business segment income/(loss)[2]	$144	$390	$(15)	$519
Total assets as of December 31, 2017	$6,862	$9,911	$93	$16,866

(IN MILLIONS)	Buy	Watch	Corporate	Total
Nine Months Ended September 30, 2018				
Revenues	$2,320	$2,537	$ —	$4,857
Depreciation and amortization	$167	$332	$ 5	$504
Restructuring charges	$86	$18	$ 4	$108
Stock-based compensation expense	$9	$7	$ 5	$21
Other items (1)	$—	$—	$ 33	$33
Operating income/(loss)	$41	$738	$ (83)	$696
Business segment income/(loss) (2)	$303	$1,095	$ (36)	$1,362

(IN MILLIONS)				
Nine Months Ended September 30, 2017				
Revenues	$2,383	$2,428	$—	$4,811
Depreciation and amortization	$156	$318	$3	$477
Restructuring charges	$31	$9	$8	$48
Stock-based compensation expense	$10	$9	$16	$35
Other items (1)	$—	$—	$28	$28
Operating income/(loss)	$217	$734	$(91)	$860
Business segment income/(loss) (2)	$414	$1,070	$(36)	$1,448

(1) Other items primarily consist of business optimization costs and transaction related costs for the three and nine months ended September 30, 2018 and 2017.
(2) The Company's chief operating decision maker uses business segment income/(loss) to measure performance from period to period both at the consolidated level as well as within its operating segments.

14. Guarantor Financial Information

The following supplemental financial information is being provided for purposes of compliance with reporting covenants contained in certain debt obligations of Nielsen and its subsidiaries. The financial information sets forth for Nielsen, its subsidiaries that have issued certain debt securities (the "Issuers") and its guarantor and non-guarantor subsidiaries, the consolidating balance sheet as of September 30, 2018 and December 31, 2017 and consolidating statements of operations and cash flows for the periods ended September 30, 2018 and 2017. During the nine months ended September 30, 2018, the Company re-designated certain subsidiaries between guarantor and non-guarantor. As a result, the Company adjusted the prior period condensed consolidated statement of comprehensive income to reflect the current year structure.

The issued debt securities are jointly and severally guaranteed on a full and unconditional basis by Nielsen and subject to certain exceptions, each of the direct and indirect 100% owned subsidiaries of Nielsen, in each case to the extent that such entities provide a guarantee under the senior secured credit facilities. The issuers are also 100% owned indirect subsidiaries of Nielsen: Nielsen Finance LLC and Nielsen Finance Co. for certain series of debt obligations, and The Nielsen Company (Luxembourg) S.ar.l., for the other series of debt obligations. Each issuer is a guarantor of the debt obligations not issued by it.

Nielsen is a holding company and does not have any material assets or operations other than ownership of the capital stock of its direct and indirect subsidiaries. All of Nielsen's operations are conducted through its subsidiaries, and, therefore, Nielsen is expected to continue to be dependent upon the cash flows of its subsidiaries to meet its obligations. The senior secured credit facilities contain certain limitations on the ability of Nielsen to receive the cash flows of its subsidiaries.

While all subsidiary guarantees of the issued debt securities are full and unconditional, these guarantees contain customary release provisions including when (i) the subsidiary is sold or sells all of its assets, (ii) the subsidiary is declared "unrestricted" for covenant purposes, (iii) the subsidiary's guarantee under the senior secured credit facilities is released and (iv) the requirements for discharge of the indenture have been satisfied.

Nielsen Holdings plc

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the three months ended September 30, 2018

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$ —	$ —	$ 885	$ 715	$ —	$ 1,600
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	355	326	—	681
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	1	—	221	242	—	464
Depreciation and amortization	—	—	142	33	—	175
Restructuring charges	—	—	4	15	—	19
Operating (loss)/income	(1)	—	163	99	—	261
Interest income	—	170	10	1	(179)	2
Interest expense	—	(93)	(176)	(9)	179	(99)
Foreign currency exchange transaction gains/(losses), net	—	—	1	(9)	—	(8)
Other (expense)/income, net	—	—	(17)	18	—	1
(Loss)/income from continuing operations before income taxes and equity in net income of subsidiaries and affiliates	(1)	77	(19)	100	—	157
Provision for income taxes	—	(17)	(9)	(33)	—	(59)
Equity in net income of subsidiaries	97	47	125	—	(269)	—
Net income	96	107	97	67	(269)	98
Less net income attributable to noncontrolling interests	—	—	—	2	—	2
Net income attributable to controlling interest	96	107	97	65	(269)	96
Total other comprehensive income/(loss)	5	4	5	(6)	—	8
Total other comprehensive income attributable to noncontrolling interests	—	—	—	3	—	3
Total other comprehensive income/(loss) attributable to controlling interests	5	4	5	(9)	—	5

Total comprehensive income	101	111	102	61	(269)	106
Comprehensive income attributable to noncontrolling interests	—	—	—	5	—	5
Total comprehensive income attributable to controlling interest	$ 101	$ 111	$ 102	$ 56	$ (269)	$ 101

Nielsen Holdings plc

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the three months ended September 30, 2017

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$ —	$ —	$ 893	$ 748	$ —	$ 1,641
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	355	337	—	692
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	1	—	196	251	—	448
Depreciation and amortization	—	—	126	34	—	160
Restructuring charges	—	—	2	5	—	7
Operating (loss)/income	(1)	—	214	121	—	334
Interest income	—	238	10	—	(247)	1
Interest expense	—	(90)	(241)	(11)	247	(95)
Other income/(expense), net	—	—	94	(92)	—	2
(Loss)/income from continuing operations before income taxes and equity in net income of subsidiaries	(1)	148	77	18	—	242
Provision for income taxes	—	(52)	(37)	(3)	—	(92)
Equity in net income of subsidiaries	147	61	107	—	(315)	—
Net income	146	157	147	15	(315)	150
Less net income attributable to noncontrolling interests	—	—	—	4	—	4
Net income attributable to controlling interest	146	157	147	11	(315)	146
Total other comprehensive income/(loss)	72	(6)	72	69	(135)	72
Total comprehensive income	218	151	219	88	(454)	222
Comprehensive income attributable to noncontrolling interests	—	—	—	4	—	4
Total comprehensive income attributable to controlling interest	$ 218	$ 151	$ 219	$ 84	$ (454)	$ 218

Nielsen Holdings plc

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the nine months ended September 30, 2018

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$ —	$ —	$ 2,654	$ 2,203	$ —	$ 4,857
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	1,089	1,009	—	2,098
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	3	—	690	758	—	1,451
Depreciation and amortization	—	—	403	101	—	504
Restructuring charges	—	—	36	72	—	108
Operating (loss)/income	(3)	—	436	263	—	696
Interest income	1	486	28	5	(514)	6
Interest expense	—	(276)	(504)	(29)	514	(295)
Foreign currency exchange transaction losses, net	—	—	—	(12)	—	(12)
Other (expense)/income, net	—	(7)	103	(99)	—	(3)
(Loss)/income from continuing operations before income taxes and equity in net income/(loss) of subsidiaries and affiliates	(2)	203	63	128	—	392
Provision for income taxes	—	(43)	(29)	(70)	—	(142)
Equity in net income of subsidiaries	242	132	208	—	(582)	—
Equity in net loss of affiliates	—	—	—	(1)	—	(1)
Net income	240	292	242	57	(582)	249
Less net income attributable to noncontrolling interests	—	—	—	9	—	9
Net income attributable to controlling interest	240	292	242	48	(582)	240
Total other comprehensive (loss)/income	(70)	25	(70)	(98)	144	(69)
Total other comprehensive income attributable to noncontrolling interests	—	—	—	1	—	1
Total other comprehensive (loss)/income attributable to controlling interests	(70)	25	(70)	(99)	144	(70)
Total comprehensive income/(loss)	170	317	172	(41)	(438)	180
Comprehensive income attributable to noncontrolling interests	—	—	—	10	—	10
Total comprehensive income/(loss) attributable to	$ 170	$ 317	$ 172	$ (51)	$ (438)	$ 170

controlling interest

Nielsen Holdings plc

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the nine months ended September 30, 2017

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$ —	$ —	$ 2,641	$ 2,170	$ —	$ 4,811
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	1,050	981	—	2,031
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	3	—	685	707	—	1,395
Depreciation and amortization	—	—	384	93	—	477
Restructuring charges	—	—	20	28	—	48
Operating (loss)/income	(3)	—	502	361	—	860
Interest income	1	682	27	3	(710)	3
Interest expense	—	(263)	(694)	(30)	710	(277)
Foreign currency exchange transaction losses, net	—	—	(3)	(6)	—	(9)
Other (expense)/income, net	—	(2)	78	(71)	—	5
(Loss)/income from continuing operations before income taxes and equity in net income/(loss) of subsidiaries and affiliates	(2)	417	(90)	257	—	582
(Provision)/benefit for income taxes	—	(146)	20	(100)	—	(226)
Equity in net income of subsidiaries	350	149	421	—	(920)	—
Equity in net (loss)/income of affiliates	—	—	(1)	1	—	—
Net income	348	420	350	158	(920)	356
Less net income attributable to noncontrolling interests	—	—	—	8	—	8
Net income attributable to controlling interest	348	420	350	150	(920)	348
Total other comprehensive income/(loss)	232	(24)	232	245	(448)	237
Total other comprehensive income attributable to noncontrolling interests	—	—	—	5	—	5
Total other comprehensive income/(loss) attributable to controlling interests	232	(24)	232	240	(448)	232
Total comprehensive income	580	396	582	403	(1,368)	593
Comprehensive income attributable to noncontrolling	—	—	—	13	—	13

interests						
Total comprehensive income attributable to controlling interest	$ 580	$ 396	$ 582	$ 390	$ (1,368)	$ 580

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Nielsen Holdings plc

Condensed Consolidated Balance Sheet (Unaudited)

September 30, 2018

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Assets:						
Current assets						
Cash and cash equivalents	$3	$1	$ (2)	$ 444	$ —	$ 446
Trade and other receivables, net	—	—	480	769	—	1,249
Prepaid expenses and other current assets	—	5	204	143	—	352
Intercompany receivables	3	1,462	270	87	(1,822)	—
Total current assets	6	1,468	952	1,443	(1,822)	2,047
Non-current assets						—
Property, plant and equipment, net	—	—	299	162	—	461
Goodwill	—	—	6,108	2,346	—	8,454
Other intangible assets, net	—	—	4,553	500	—	5,053
Deferred tax assets	1	—	9	156	—	166
Other non-current assets	—	35	334	85	—	454
Equity investment in subsidiaries	3,985	1,270	4,719	—	(9,974)	—
Intercompany loans	25	8,608	353	138	(9,124)	—
Total assets	$4,017	$11,381	$ 17,327	$ 4,830	$ (20,920)	$ 16,635
Liabilities and equity:						
Current liabilities						
Accounts payable and other current liabilities	$—	$104	$ 420	$ 472	$ —	$ 996
Deferred revenues	—	—	224	121	—	345
Income tax liabilities	—	—	46	100	—	146
Current portion of long-term debt, capital lease obligations and short-term borrowings	—	55	245	7	—	307
Intercompany payables	—	3	1,554	265	(1,822)	—
Total current liabilities	—	162	2,489	965	(1,822)	1,794
Non-current liabilities						—
Long-term debt and capital lease obligations	—	8,190	97	17	—	8,304
Deferred tax liabilities	—	71	1,314	21	—	1,406
Intercompany loans	—	—	8,771	353	(9,124)	—
Other non-current liabilities	—	—	671	245	—	916
Total liabilities	—	8,423	13,342	1,601	(10,946)	12,420
Total stockholders' equity	4,017	2,958	3,985	3,031	(9,974)	4,017
Noncontrolling interests	—	—	—	198	—	198
Total equity	4,017	2,958	3,985	3,229	(9,974)	4,215
Total liabilities and equity	$4,017	$11,381	$ 17,327	$ 4,830	$ (20,920)	$ 16,635

Nielsen Holdings plc

Condensed Consolidated Balance Sheet

December 31, 2017

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Assets:						
Current assets						
Cash and cash equivalents	$2	$1	$ 69	$ 584	$ —	$ 656
Trade and other receivables, net	—	—	464	816	—	1,280
Prepaid expenses and other current assets	—	—	211	135	—	346
Intercompany receivables	4	1,187	325	155	(1,671)	—
Total current assets	6	1,188	1,069	1,690	(1,671)	2,282
Non-current assets						—
Property, plant and equipment, net	—	—	309	173	—	482
Goodwill	—	—	6,100	2,395	—	8,495
Other intangible assets, net	—	—	4,545	532	—	5,077
Deferred tax assets	1	—	—	169	—	170
Other non-current assets	—	17	263	80	—	360
Equity investment in subsidiaries	4,213	1,210	4,583	—	(10,006)	—
Intercompany loans	25	8,608	424	140	(9,197)	—
Total assets	$4,245	$11,023	$ 17,293	$ 5,179	$ (20,874)	$ 16,866
Liabilities and equity:						
Current liabilities						
Accounts payable and other current liabilities	$—	$61	$ 560	$ 520	$ —	$ 1,141
Deferred revenues	—	—	231	130	—	361
Income tax liabilities	—	—	62	49	—	111
Current portion of long-term debt, capital lease obligations and short-term borrowings	—	35	44	5	—	84
Intercompany payables	—	2	1,345	324	(1,671)	—
Total current liabilities	—	98	2,242	1,028	(1,671)	1,697
Non-current liabilities						—
Long-term debt and capital lease obligations	—	8,237	101	19	—	8,357
Deferred tax liabilities	—	71	1,296	68	—	1,435
Intercompany loans	—	62	8,774	361	(9,197)	—
Other non-current liabilities	—	—	667	267	—	934
Total liabilities	—	8,468	13,080	1,743	(10,868)	12,423
Total stockholders’ equity	4,245	2,555	4,213	3,238	(10,006)	4,245
Noncontrolling interests	—	—	—	198	—	198
Total equity	4,245	2,555	4,213	3,436	(10,006)	4,443
Total liabilities and equity	$4,245	$11,023	$ 17,293	$ 5,179	$ (20,874)	$ 16,866

Nielsen Holdings plc

Condensed Consolidated Statement of Cash Flows (Unaudited)

For the nine months ended September 30, 2018

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Consolidated
Net cash (used in)/provided by operating activities	$ (2)	$ 15	$ 257	$ 242	$ 512
Investing activities:					
Acquisition of subsidiaries and affiliates, net of cash acquired	—	—	(11)	(28)	(39)
Additions to property, plant and equipment and other assets	—	—	(34)	(32)	(66)
Additions to intangible assets	—	—	(262)	(43)	(305)
Proceeds from the sale of property, plant and equipment and other assets	—	—	—	4	4
Other investing activities	—	—	8	(5)	3
Net cash used in investing activities	—	—	(299)	(104)	(403)
Financing activities:					
Net borrowings under revolving credit facility	—	—	204	—	204
Repayments of debt	—	(804)	—	(1)	(805)
Proceeds from the issuance of debt, net of issuance costs	—	781	—	—	781
Increase in other short-term borrowings	—	—	—	1	1
Cash dividends paid to stockholders	(370)	—	—	—	(370)
Repurchase of common stock	(70)	—	—	—	(70)
Activity under stock plans	23	—	(6)	—	17
Proceeds from employee stock purchase plan	4	—	—	—	4
Capital leases	—	—	(55)	(5)	(60)
Settlement of intercompany and other financing activities	416	8	(173)	(266)	(15)
Net cash provided by/(used in) financing activities	3	(15)	(30)	(271)	(313)
Effect of exchange-rate changes on cash and cash equivalents	—	—	1	(7)	(6)
Net increase/(decrease) in cash and cash equivalents	1	—	(71)	(140)	(210)
Cash and cash equivalents at beginning of period	2	1	69	584	656
Cash and cash equivalents at end of period	$ 3	$ 1	$ (2)	$ 444	$ 446

Nielsen Holdings plc

Condensed Consolidated Statement of Cash Flows (Unaudited)

For the nine months ended September 30, 2017

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Consolidated
Net cash (used in)/provided by operating activities	$(48)	$193	$ 424	$ 235	$ 804
Investing activities:					
Acquisition of subsidiaries and affiliates, net of cash acquired	—	—	(573)	(22)	(595)
Additions to property, plant and equipment and other assets	—	—	(29)	(26)	(55)
Additions to intangible assets	—	—	(218)	(46)	(264)
Proceeds from the sale of property, plant and equipment and other assets	—	—	28	—	28
Other investing activities	—	—	(1)	(1)	(2)
Net cash used in investing activities	—	—	(793)	(95)	(888)
Financing activities:					
Repayments of debt	—	(2,288)	—	(1)	(2,289)
Proceeds from the issuance of debt, net of issuance costs	—	2,745	—	—	2,745
Decrease in other short-term borrowings	—	—	—	(5)	(5)
Cash dividends paid to stockholders	(353)	—	—	—	(353)
Repurchase of common stock	(117)	—	—	—	(117)
Activity under stock plans	28	—	(7)	—	21
Proceeds from employee stock purchase plan	5	—	—	—	5
Capital leases	—	—	(40)	(2)	(42)
Settlement of intercompany and other financing activities	481	(632)	273	(135)	(13)
Net cash provided by/(used in) financing activities	44	(175)	226	(143)	(48)
Effect of exchange-rate changes on cash and cash equivalents	—	—	(3)	43	40
Net (decrease)/increase in cash and cash equivalents	(4)	18	(146)	40	(92)
Cash and cash equivalents at beginning of period	5	1	219	529	754
Cash and cash equivalents at end of period	$1	$19	$ 73	$ 569	$ 662

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
Introduction

The following discussion and analysis supplements management's discussion and analysis of Nielsen Holdings plc ("the Company" or "Nielsen") for the year ended December 31, 2017 as contained in the Annual Report on Form 10-K filed by the Company with the Securities and Exchange Commission ("SEC") on February 8, 2018, and presumes that readers have read or have access to such discussion and analysis. The following discussion and analysis should also be read together with the accompanying Condensed Consolidated Financial Statements and related notes thereto. Further, this report may contain material that includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect, when made, Nielsen's current views with respect to current events and financial performance. Statements, other than those based on historical facts, which address activities, events or developments that we expect or anticipate may occur in the future are forward-looking statements. Such forward-looking statements are subject to many risks, uncertainties and factors relating to Nielsen's operations and business environment that may cause actual results to be materially different from any future results, express or implied, by such forward-looking statements, including but not limited to: our review of strategic alternatives; technological changes; consolidation in the industries in which our clients operate; changes in client procurement strategies; adverse market conditions; our substantial indebtedness; our requirement to have a significant amount of cash as well as continued access to the capital markets; exposure to risk of increased interest rates; our ability to recruit sample participants; data protection laws and self-regulatory codes, including the European Union's General Data Protection Regulation, may restrict our activities, decrease our revenues and increase our costs; cybersecurity and protection of confidential information; breach of security measures and unauthorized access to proprietary information; protection of our intellectual property rights; third parties may claim that we are infringing on their intellectual property; exchange rate fluctuations particularly the EURO and hyperinflationary countries such as Argentina; risk associated with our international operations; criticism of our audience measurement service by various industry groups; loss of one or more of our largest clients; our reliance on third parties to provide certain data and services; our reliance on third parties for the performance of a significant portion of our worldwide information technology and operations functions; long-term disruptions in the mail, telecommunications infrastructure and/or air service; hardware and software failures, delays in the operations of our data gathering procedures, our computer and communication systems or the failure to implement system enhancements; presence of our Global Technology and Information Center at a single location in Florida; changes in tax laws; increasing competition; antitrust litigation or government investigation which may result in an award of money damages or force us to change the way we do business; our ability to manage ongoing organizational changes; our ability to attract, retain and engage employees; losses due to goodwill impairment charges; our reliance on acquisitions, joint ventures and other alliances to grow our business and expand technology and failure to complete or integrate acquisitions into our existing operations or successfully develop and maintain joint ventures and other alliances; U.S. and non-U.S. pension plans; ineffective internal controls; future legislation, regulatory reform or policy changes under the current U.S. administration; inadvertent use of certain open source software; if our clients experience financial distress or seek to change or delay payment terms; failure to meet the financial performance guidance or other forward-looking statements; and design defects, errors, failures or delays. Forward-looking statements speak only as of the date of this report or as of the date they were made. We disclaim any intention to update the current expectations or forward-looking statements contained in this report. Unless required by context, references to "we," "us," and "our" refer to Nielsen Holdings plc and each of its consolidated subsidiaries unless otherwise stated or indicated by context.

From time to time, Nielsen may use its website and social media outlets as channels of distribution of material company information. Financial and other material information regarding the Company is routinely posted and accessible on our website at http://www.nielsen.com/investors and our Twitter account at http://twitter.com/nielsen.

Background and Executive Summary

We are a leading global measurement and data analytics company that provides clients with a comprehensive understanding of consumers and consumer behavior. We deliver critical media and marketing information, analytics and industry expertise about what consumers buy (referred to herein as “Buy”) and what consumers watch and listen to (consumer interaction across the television, radio, digital and mobile viewing and listening platforms referred to herein as “Watch”) on a global and local basis. Our measurement and analytical services help our clients maintain and strengthen their market positions and identify opportunities for profitable growth. We have a presence in more than 100 countries, including many emerging markets, and hold leading market positions in many of our services and geographies.

We believe that important measures of our results of operations include revenue, operating income and Adjusted EBITDA (defined below). Our long-term financial objectives include consistent revenue growth and expanding operating margins. Accordingly, we are focused on geographic market and service offering expansion to drive revenue growth and improve operating efficiencies, including effective resource utilization, information technology leverage and overhead cost management.

Our business strategy is built upon a model that has traditionally yielded consistent revenue performance. Typically, before the start of each year, more than 70% of our annual revenue has been committed under contracts in our combined Buy and Watch segments, which provides us with a greater degree of stability for our revenue and allows us to more effectively manage our profitability and cash flows. We continue to look for growth opportunities through global expansion, specifically within emerging markets, as well as through the cross-platform expansion of our analytical services and measurement services.

In September 2018, we announced that we would expand the scope of our previously announced strategic review of our Buy segment to include a broad review of strategic alternatives for the entire company and its businesses. This review process, which is being conducted with the assistance of financial and legal advisors, includes an assessment of a broad range of potential strategic alternatives including continuing to operate as a public, independent company, a separation of either the Company's Buy or Watch segment, or a sale of the Company. There can be no assurance that this review will result in a specific transaction or other strategic alternative.

Our restructuring and other productivity initiatives have been focused on a combination of improving operating leverage through targeted cost-reduction programs, business process improvements and portfolio restructuring actions, while at the same time investing in key programs to enhance future growth opportunities.

Achieving our business objectives requires us to manage a number of key risk areas. Our growth objective of geographic market and service expansion requires us to maintain the consistency and integrity of our information and underlying processes on a global scale, and to invest effectively our capital in technology and infrastructure to keep pace with our clients' demands and our competitors. Core to managing these key risk areas is our commitment to data privacy and security as it drives our ability to deliver quality insights for our clients in line with evolving regulatory requirements and governing standards across all the geographies and industries in which we operate. Our operating footprint across more than 100 countries requires disciplined global and local resource management of internal and third party providers to ensure success. In addition, our high level of indebtedness requires active management of our debt profile, with a focus on underlying maturities, interest rate risk, liquidity and operating cash flows.

Business Segment Overview

We align our business into two reporting segments: what consumers buy (consumer purchasing measurement and analytics), and what consumers watch and listen to (media audience measurement and analytics). Our Buy and Watch segments are built on a foundation of proprietary data assets that are designed to yield essential insights for our clients to successfully measure, analyze and grow their businesses.

Our Buy segment provides measurement services, which include our core tracking and scan data (primarily transactional measurement data and consumer behavior information), and analytical services to businesses in the consumer packaged goods industry. Our services also enable our clients to better manage their brands, uncover new sources of demand, launch and grow new products, analyze their sales, improve their marketing mix and establish more effective consumer relationships. Our data is used by our clients to measure their market share, tracking billions of sales transactions per month in retail outlets around the world. Our extensive database of retail and consumer information, combined with our advanced analytical capabilities, helps generate strategic insights that influence our clients' key business decisions. Within our Buy segment, we have two primary geographic groups, developed and emerging markets. Developed markets primarily include the United States, Canada, Western Europe, Japan, Australia and South Korea while emerging markets primarily include Africa, Latin America, Eastern Europe, Russia, China, India and Southeast Asia.

Our Watch segment provides viewership and listening data and analytics primarily to the media and advertising industries for television, radio, digital and mobile viewing and listening platforms. Our Watch data is used by our media clients to understand their audiences, establish the value of their advertising inventory and maximize the value of their content, and by our advertising clients to plan and optimize their spending.

Certain corporate costs, other than those described above, including those related to selling, finance, legal, human resources, and information technology systems, are considered operating costs and are allocated to our segments based on either the actual amount of costs incurred or on a basis consistent with the operations of the underlying segment.

Critical Accounting Policies

Revenue Recognition

On January 1, 2018, we adopted Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, using the modified retrospective method. The ASC has been applied to all contracts as of the date of adoption. There was no financial statement impact as a result of this adoption.

Revenue is measured based on the consideration specified in a contract with a customer. A significant portion of our revenue is generated from information (primarily retail measurement and consumer panel services) and measurement (primarily from television, radio, internet and mobile audiences) services. We recognize revenue when a performance obligation is satisfied by transferring control of a product or service to a customer, which generally occurs over time. Substantially all of our customer contracts are non-cancelable and non-refundable.

The following is a description of principal activities, by reportable segment, from which we generate our revenues.

Revenues from the Buy segment consist primarily of retail measurement services, which provide market share, competitive sales volumes and insights into such activities as distribution, pricing, merchandising and promotion, and consumer panel services, which provide clients with insights into shopper behavior such as trial and repeat purchase for new products and likely substitutes as well as customer segmentation. As the customer simultaneously receives and consumes the benefits provided by our performance, revenues for these services are recognized over the period during which the performance obligations are satisfied and control of the service is transferred to the customer.

We also provide consumer intelligence and analytical services that help clients make smarter business decisions throughout their product development and marketing cycles. Our performance under these arrangements does not create an asset with an alternative use to us and generally includes an enforceable right to payment for performance completed to date. As such, revenue for these services is typically recognized over time. Revenue for contracts that do not include an enforceable right to payment for performance completed to date is recognized at a point in time when the performance obligation is satisfied, generally upon delivery of the service, and control of the service is transferred to the customer.

Revenue from our Watch segment is primarily generated from television, radio, digital and mobile measurement services which are used by our clients to establish the value of airtime and more effectively schedule and promote their programming. As the customer simultaneously receives and consumes the benefits provided by our performance, revenues for these services are recognized over the period during which the performance obligations are satisfied and control of the services are transferred to the customer.

We enter into cooperation arrangements with our customers, under which a customer provides us with its data in exchange for our services. We record these transactions at fair value, which is determined based on the fair value of goods or services received, if reasonably estimable. If not reasonably estimable we consider the fair value of the goods or services surrendered.

Goodwill and Indefinite-Lived Intangible Assets

We assess indicators of impairment during interim periods. During the second quarter of 2018, in connection with our quarterly forecasting cycle, we updated the forecasted operating results for each of our businesses based on the most recent financial results and best estimates of future operations. The updated forecasts reflected a decline in near-term revenue growth and profitability, primarily in our Buy business. Accordingly, in connection with the preparation of the Condensed Consolidated Financial Statements for the periods ended June 30, 2018, we performed an updated impairment analysis. Based on this analysis, we concluded that the fair value of our reporting units was in excess of carrying value as of such date. Therefore, we concluded it was not more-likely-than-not that an impairment had occurred. However, the fair value of one of our reporting units exceeded its carrying value by less than 10%, compared to greater than 20% during our last annual impairment assessment performed as of October 1, 2017. We also concluded that the fair value of other indefinite-lived assets exceeded carrying value.

We perform sensitivity analyses on our assumptions, primarily around both the long-term growth rate and discount rate assumptions. Our sensitivity analyses include several combinations of reasonably possible scenarios with regard to these assumptions. However, we consistently test a one percent movement in both our long-term growth rate and discount rate assumptions. When applying these sensitivity analyses, we noted that the fair value was less than the underlying book value for one of our reporting units. Even though our sensitivity analyses, based upon reasonably possible adverse changes in assumptions, showed a potential shortfall in one of our reporting units, we believe that we have the ability to execute certain productivity and other actions in order to increase the results of operations and cash flows of our reporting units. While we believe that these sensitivity analyses provide a reasonable basis on which to evaluate the recovery of our goodwill, other facts or circumstances may arise that could impact the impairment assessment and therefore these analyses should not be used as a sole predictor of impairment.

Based on the operating results for the three months ended September 30, 2018, we similarly concluded it was not more-likely-than-not that an impairment had occurred. Should operating results decline versus management's latest forecast for any reason, including if the Buy segment results do not meet current expectations or should our recently announced review of strategic alternatives lead to changes in investment strategies, then goodwill may be at risk for impairment in the future. We are in the process of performing our annual impairment assessment as of October 1, 2018.

Factors Affecting Our Financial Results

Acquisitions and Investments in Affiliates

Gracenote

On February 1, 2017, we completed the acquisition of Gracenote Inc., Gracenote Canada Inc., Gracenote Netherlands Holdings B.V., Tribune Digital Ventures, LLC, and Tribune International Holdco, LLC (each a “Gracenote Company” and together “Gracenote”) through the purchase of 100% of Gracenote’s outstanding common stock for a total purchase price of $585 million. We acquired the data and technology that underpins the programming guides and personnel user experience for major video, music, audio and sports content. This acquisition expands our footprint with major clients including Gracenote’s global content database which spans across platforms including multichannel video programming distributors (MVPD’s), smart television, streaming music services, connected devices, media players and in-car infotainment systems.

We incurred acquisition-related expenses of zero and $6 million for the three and nine months ended September 30, 2017, respectively, which primarily consisted of transaction fees, legal, accounting and other professional services that are included in selling, general and administrative expense in the condensed consolidated statement of operations.

The following unaudited pro forma information presents the consolidated results of operations of us and Gracenote for the three and nine months ended September 30, 2017, as if the acquisition had occurred on January 1, 2017, with pro forma adjustments to give effect to amortization of intangible assets, an increase in interest expense from acquisition financing, and certain other adjustments:

(IN MILLIONS)	Nine Months Ended September 30, 2017
Revenues	$ 4,829
Income from continuing operations	$ 356

The unaudited pro forma results do not reflect any synergies and are not necessarily indicative of the results that we would have attained had the acquisition of Gracenote been completed as of the beginning of the reporting period.

Other Acquisitions

For the nine months ended September 30, 2018, we paid cash consideration of $39 million associated with current period acquisitions, net of cash acquired. Had these 2018 acquisitions occurred as of January 1, 2018, the impact on our consolidated results of operations would not have been material.

For the nine months ended September 30, 2017, excluding Gracenote, we paid cash consideration of $28 million associated with current period acquisitions, net of cash acquired. Had these 2017 acquisitions occurred as of

January 1, 2017, the impact on our consolidated results of operations would not have been material.

Foreign Currency

Our financial results are reported in U.S. dollars and are therefore subject to the impact of movements in exchange rates on the translation of the financial information of individual businesses whose functional currencies are other than U.S. dollars. Our principal foreign exchange revenue exposure is spread across several currencies, primarily the Euro. The table below sets forth the profile of our revenue by principal currency.

	Nine Months Ended September 30,	
	2018	2017
U.S. Dollar	57 %	59 %
Euro	11 %	10 %
Other Currencies	32 %	31 %
Total	100 %	100 %

Fluctuations in the value of foreign currencies relative to the U.S. dollar impact our operating results. Impacts associated with fluctuations in foreign currency are discussed in more detail under “Item 3.—Quantitative and Qualitative Disclosures about Market Risk.” In countries with currencies other than the U.S. dollar, assets and liabilities are translated into U.S. dollars using end-of-period exchange rates while revenues, expenses and cash flows are translated using average rates of exchange. The average U.S. dollar to Euro exchange rate was $1.19 to €1.00 and $1.11 to €1.00 for the nine months ended September 30, 2018 and 2017, respectively. Constant currency growth rates used in the following discussion of results of operations eliminate the impact of year-over-year foreign currency fluctuations.

We evaluate our results of operations on both an as reported and a constant currency basis. The constant currency presentation is a non-GAAP financial measure, which excludes the impact of period-over-period fluctuations in foreign currency exchange rates. We believe providing constant currency information provides valuable supplemental information regarding our results of operations, thereby facilitating period-to-period comparisons of our business performance, and is consistent with how management evaluates our performance. We calculate constant currency percentages by converting our prior-period local currency financial results using the current period foreign currency exchange rates and comparing these adjusted amounts to our current period reported results. This calculation may differ from similarly-titled measures used by others. In addition, the constant currency presentation is not meant to be a substitution for recorded amounts presented in conformity with GAAP nor should such amounts be considered in isolation.

Operations in Argentina

We have operations in both the Buy and Watch segments in Argentina and the functional currency for those operations is the Argentine Peso. In accordance with U.S. GAAP, Argentina's currency has been considered hyperinflationary since July 1, 2018, and, accordingly, local currency transactions have been denominated in U.S. dollars since July 1, 2018, and will continue to be denominated in U.S. dollars until Argentina's currency is no longer deemed to be hyperinflationary. We will continue to assess the appropriate conversion rate based on events in Argentina and our Argentina operations. This event has had an immaterial impact on our condensed consolidated financial statements.

Accounts Receivable

During the nine months ended September 30, 2018, we sold $154 million of accounts receivable to third parties and recorded an immaterial loss on the sale to interest expense, net in the condensed consolidated statement of operations. As of September 30, 2018 and December 31, 2017, $73 million and $110 million, respectively, remained outstanding. The sales were accounted for as a true sale, without recourse. We maintain servicing responsibilities of most of the receivables, for which the related costs are not significant. The proceeds of $154 million from the sales were reported as a component of the changes in trade receivables, net within operating activities in the condensed consolidated statement of cash flows.

Results of Operations – Three months ended September 30, 2018 Compared to the Three months ended September 30, 2017

The following table sets forth, for the periods indicated, the amounts included in our Condensed Consolidated Statements of Operations:

	Three Months Ended September 30,	
(IN MILLIONS)	2018	2017
Revenues	$ 1,600	$ 1,641
Cost of revenues, exclusive of depreciation and amortization shown separately below	681	692
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	464	448
Depreciation and amortization	175	160
Restructuring charges	19	7
Operating income	261	334
Interest income	2	1
Interest expense	(99)	(95)

Foreign currency exchange transaction losses, net	(8)	—
Other income, net	1	2
Income from continuing operations before income taxes	157	242
Provision for income taxes	(59)	(92)
Net income	98	150
Net income attributable to noncontrolling interests	2	4
Net income attributable to Nielsen stockholders	$ 96	$ 146

Net Income to Adjusted EBITDA Reconciliation

We define Adjusted EBITDA as net income or loss from our consolidated statements of operations before interest income and expense, income taxes, depreciation and amortization, restructuring charges, stock-based compensation expense and other non-operating items from our consolidated statements of operations as well as certain other items considered outside the normal course of our operations specifically described below.

Restructuring charges: We exclude restructuring expenses, which primarily include employee severance, office consolidation and contract termination charges, from our Adjusted EBITDA to allow more accurate comparisons of the financial results to historical operations and forward-looking guidance. By excluding these expenses from our non-GAAP measures, we are better able to evaluate our ability to utilize our existing assets and estimate the long-term value these assets will generate for us. Furthermore, we believe that the adjustments of these items more closely correlate with the sustainability of our operating performance.

Stock-based compensation expense: We exclude the impact of costs relating to stock-based compensation. Due to the subjective assumptions and a variety of award types, we believe that the exclusion of stock-based compensation expense, which is typically non-cash, allows for more meaningful comparisons of our operating results to peer companies. Stock-based compensation expense can vary significantly based on the timing, size and nature of awards granted.

Other non-operating income, net: We exclude foreign currency exchange transaction gains and losses primarily related to intercompany financing arrangements as well as other non-operating income and expense items, such as gains and losses recorded on business combinations or dispositions, sales of investments, net income attributable to noncontrolling interests and early redemption payments made in connection with debt refinancing. We believe that the adjustments of these items more closely correlate with the sustainability of our operating performance.

Other items: To measure operating performance, we exclude certain expenses and gains that arise outside the ordinary course of our operations. Such costs primarily include legal settlements, acquisition related expenses, business optimization costs and other transactional costs. We believe that the exclusion of such amounts allows management and the users of the financial statements to better understand our financial results.

Adjusted EBITDA is not a presentation made in accordance with GAAP, and our use of the term Adjusted EBITDA may vary from the use of similarly-titled measures by others in our industry due to the potential inconsistencies in the method of calculation and differences due to items subject to interpretation. Adjusted EBITDA margin is Adjusted EBITDA for a particular period expressed as a percentage of revenues for that period.

We use Adjusted EBITDA to measure our performance from period to period both at the consolidated level as well as within our operating segments, to evaluate and fund incentive compensation programs and to compare our results to those of our competitors. In addition to Adjusted EBITDA being a significant measure of performance for management purposes, we also believe that this presentation provides useful information to investors regarding financial and business trends related to our results of operations and that when non-GAAP financial information is viewed with GAAP financial information, investors are provided with a more meaningful understanding of our ongoing operating performance.

Adjusted EBITDA should not be considered as an alternative to net income or loss, operating income, cash flows from operating activities or any other performance measures derived in accordance with GAAP as measures of operating performance or cash flows as measures of liquidity. Adjusted EBITDA has important limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. In addition, our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies and may, therefore, have limitations as a comparative analytical tool.

The below table presents a reconciliation from net income to Adjusted EBITDA for the three months ended September 30, 2018 and 2017:

	Three Months Ended September 30,

(IN MILLIONS)	2018	2017
Net income attributable to Nielsen stockholders	$ 96	$ 146
Interest expense, net	97	94
Provision for income taxes	59	92
Depreciation and amortization	175	160
EBITDA	427	492
Other non-operating expense, net	9	2
Restructuring charges	19	7
Stock-based compensation expense	1	8
Other items[a]	15	10
Adjusted EBITDA	$ 471	$ 519

(a) Other items primarily consists of business optimization costs and transaction related costs for the three months ended September 30, 2018 and 2017.

Consolidated Results for the Three months ended September 30, 2018 Compared to the Three months ended September 30, 2017

Revenues

Revenues decreased 2.5% to $1,600 million for the three months ended September 30, 2018 from $1,641 million for the three months ended September 30, 2017, or 0.6% on a constant currency basis. Revenues within our Buy segment decreased 6.0%, or 2.7% on a constant currency basis. Revenues within our Watch segment increased 0.8%, or 1.4% on a constant currency basis. Refer to the "Business Segment Results for the Three months ended September 30, 2018 Compared to the Three months ended September 30, 2017" section for further discussion of our revenue performance.

Cost of Revenues, Exclusive of Depreciation and Amortization

Cost of revenues decreased 1.6% to $681 million for the three months ended September 30, 2018 from $692 million for the three months ended September 30, 2017, or an increase of 0.3% on a constant currency basis.

Costs within our Buy segment decreased 0.5%, or an increase of 2.5% on a constant currency basis, primarily due to global investments in our services, including retailer investments.

Costs within our Watch segment decreased 3.2%, or 2.3% on a constant currency basis, primarily due to the impact of our productivity initiatives.

Selling, General and Administrative Expenses, Exclusive of Depreciation and Amortization

Selling, general and administrative expenses increased 3.6% to $464 million for the three months ended September 30, 2018 from $448 million for the three months ended September 30, 2017, or an increase of 5.7% on a constant currency basis.

Costs within our Buy segment decreased 4.2%, or 1.4% on a constant currency basis. Selling, general and administrative expenses decreased primarily due to productivity initiatives.

Costs within our Watch segment increased 21.7%, or 22.6% on a constant currency basis. Selling, general and administrative expenses increased primarily due to the impact of our investments.

Depreciation and Amortization

Depreciation and amortization expense was $175 million for the three months ended September 30, 2018 as compared to $160 million for the three months ended September 30, 2017. This increase was primarily due to higher depreciation and amortization expense associated with higher capital expenditures.

Depreciation and amortization expense associated with tangible and intangible assets acquired in business combinations was $55 million for the three months ended September 30, 2018 as compared to $54 million for the three months ended September 30, 2017.

Restructuring Charges

We recorded $19 million and $7 million in restructuring charges primarily relating to employee severance costs associated with our plans to reduce selling, general and administrative expenses and consolidate operations centers, as well as automation initiatives for the three months ended September 30, 2018 and 2017, respectively.

Operating Income

Operating income for the three months ended September 30, 2018 was $261 million as compared to $334 million for the three months ended September 30, 2017. Operating income within our Buy segment was $33 million for the three months ended September 30, 2018 as compared to operating income of $84 million for the three months ended September 30, 2017. Operating income within our Watch segment was $256 million for the three months ended September 30, 2018 as compared to $280 million for the three months ended September 30, 2017. Corporate operating expenses were $28 million for the three months ended September 30, 2018 as compared to $30 million for the three months ended September 30, 2017.

Interest Expense

Interest expense was $99 million for the three months ended September 30, 2018 as compared to $95 million for the three months ended September 30, 2017. This increase was primarily due to higher USD LIBOR interest rates on the unhedged portion of our senior secured term loans.

Foreign Currency Exchange Transaction Losses, Net

Foreign currency exchange transaction losses, net, primarily represent the net loss on revaluation of intercompany loans and other receivables and payables denominated in currencies other than the respective entity's functional currency. Fluctuations in the value of foreign currencies relative to the U.S. Dollar have a significant effect on our operating results, primarily the Euro. The average U.S. Dollar to Euro exchange rate was $1.16 to €1.00 for the three months ended September 30, 2018 as compared to $1.18 to €1.00 for the three months ended September 30, 2017.

We realized net foreign currency exchange transaction losses of $8 million for the three months ended September 30, 2018, resulting primarily from the fluctuations in certain foreign currencies associated with intercompany transactions.

Other Income, Net

Other income net of $1 million and $2 million for the three months ended September 30, 2018 and 2017, respectively, was primarily related to certain pension costs reclassified from operating expense as a result of our adoption of ASU "Compensation — Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." See "Summary of Recent Accounting Pronouncements" below for more information.

Income Taxes

The effective tax rates for each of the three months ended September 30, 2018 and 2017 was 38%, respectively. The tax rate for each of the three months ended September 30, 2018 and 2017 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where we file tax returns, and the effect of global licensing activities and foreign distributions, offset by the favorable impact of certain financing activities.

The Tax Cuts and Jobs Act (the "TCJA") was enacted in December of 2017. The TCJA reduces the U.S. federal corporate income tax rate from 35 percent to 21 percent, effective as of January 1, 2018, and creates a territorial-style taxing system. The TCJA also requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously deferred and also creates new taxes on certain types of foreign earnings. We are subject to the provisions of the Financial Accounting Standards Board ("FASB") ASC 740-10, Income Taxes, which requires that the effect on deferred tax assets and liabilities of a change in tax rates be recognized in the period the tax rate change was enacted. In December of 2017, the SEC staff issued Staff Accounting Bulletin 118 ("SAB 118") which provides that companies that have not completed their accounting for the effects of the TCJA can determine a reasonable estimate of those effects and should include a provisional amount based on their reasonable estimate in their financial statements. The guidance in SAB 118 also allows companies to adjust the provisional amounts during a one year measurement period which is similar to the measurement period used when accounting for business combinations.

As of September 30, 2018, we have not completed our accounting for all of the tax effects associated with the enactment of the TCJA. However, we have made a reasonable estimate of the (a) effects on our existing deferred tax balances, (b) the one-time transition tax, (c) Base Erosion and Anti-Abuse Tax (BEAT), (d) Global Intangible Low-Taxed Income (GILTI) and (e) Foreign Derived Intangible Income (FDII). Although we have estimated the current tax impact of GILTI as a component of our annual effective tax rate, given the complexity of the GILTI provisions, we are still evaluating our accounting policy in respect of recognizing associated deferred taxes.

We continue to gather additional information related to the transition tax estimates and deferred tax estimates to more precisely compute the transition tax and re-measurement of deferred taxes. We continue to interpret any additional guidance issued by the U.S. Treasury Department, the IRS or other standard-setting bodies and will complete any adjustments to the provisional amounts within the SAB 118 measurement period.

The estimated liability for unrecognized tax benefits as of December 31, 2018 is $456 million and was $452 million as of December 31, 2017. If our tax positions are favorably sustained by the taxing authorities, the reversal of the underlying liabilities would reduce our effective tax rate in future periods.

Adjusted EBITDA

Adjusted EBITDA decreased 9.2% to $471 million for the three months ended September 30, 2018 from $519 million for the three months ended September 30, 2017, a decrease of 7.5% on a constant currency basis. See "Results of Operations – Three months ended September 30, 2018 Compared to the Three months ended September 30, 2017" for the reconciliation of net income to Adjusted EBITDA.

Business Segment Results for the Three months ended September 30, 2018 Compared to the Three months ended September 30, 2017

Revenues

The table below sets forth our segment revenue performance data for the three months ended September 30, 2018 compared to the three months ended September 30, 2017, both on an as-reported and constant currency basis.

(IN MILLIONS)	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	% Variance 2018 vs. 2017 Reported	Three Months Ended September 30, 2017 Constant Currency	% Variance 2018 vs. 2017 Constant Currency
Emerging Markets	$ 269	$ 297	(9.4)%	$ 276	(2.5)%
Developed Markets	481	491	(2.0)%	485	(0.8)%
Core Buy	750	788	(4.8)%	761	(1.4)%
Corporate	5	15	(66.7)%	15	(66.7)%
Buy Segment	$ 755	$ 803	(6.0)%	$ 776	(2.7)%
Marketing Effectiveness	$ 80	$ 89	(10.1)%	$ 89	(10.1)%
Audio	125	127	(1.6)%	127	(1.6)%
Audience Measurement (Video and Text)	607	580	4.7%	577	5.2%
Core Watch	812	796	2.0%	793	2.4%
Corporate/Other Watch	33	42	(21.4)%	40	(17.5)%
Watch Segment	$ 845	$ 838	0.8%	$ 833	1.4%
Total Core (Buy/Watch)	1,562	1,584	(1.4)%	1,554	0.5%
Total	$ 1,600	$ 1,641	(2.5)%	$ 1,609	(0.6)%

Buy Segment Revenues

Revenues decreased 6.0% to $755 million for the three months ended September 30, 2018 from $803 million for the three months ended September 30, 2017, or 2.7% on a constant currency basis.

Revenues from emerging markets decreased 9.4% to $269 million, or 2.5% on a constant currency basis, primarily driven by pressure on multinational client spend and continued softness in China.

Revenues from developed markets decreased 2.0% to $481 million, or 0.8% on a constant currency basis, primarily driven by continued pressure in the fast moving consumer goods industry in the U.S.

Revenues from Corporate Buy decreased 66.7% to $5 million, on a reported and constant currency basis. Corporate includes slow growth and non-core services that are part of portfolio pruning initiatives.

Watch Segment Revenues

Revenues increased 0.8% to $845 million for the three months ended September 30, 2018 from $838 million for the three months ended September 30, 2017, or 1.4% on a constant currency basis. Revenue growth was primarily driven by growth in Audience Measurement of Video and Text, which increased 4.7%, or 5.2% on a constant currency basis, primarily due to continued client adoption of our Total Audience Measurement system and our ongoing investments, including Gracenote. Audio revenues decreased 1.6% on a reported and constant currency basis. Our Marketing Effectiveness revenue decreased 10.1%, on a reported and constant currency basis, primarily driven by pressure on our clients and partners from changes to consumer data privacy protocols. Corporate/Other Watch revenues decreased by 21.4%, or 17.5% on a constant currency basis due to our continued exit of non-core media analytics products. Our Core Watch revenues grew 2.0%, or 2.4% on a constant currency basis.

Business Segment Profitability

We do not allocate items below operating income/(loss) to our business segments and therefore the tables below set forth a reconciliation of operating income/(loss) at the business segment level for the three months ended September 30, 2018 and 2017, adjusting for certain items affecting operating income/(loss), such as restructuring charges, depreciation and amortization, stock-based compensation expense and certain other items described below resulting in a presentation of our non-GAAP business segment profitability. Non-GAAP business segment profitability provides useful supplemental information to management and investors regarding financial and business trends related to our results of operations. When this non-GAAP financial information is viewed with our GAAP financial information, investors are provided with a meaningful understanding of our ongoing operating performance. It is important to note that the non-GAAP business segment profitability corresponds in total to our consolidated Adjusted EBITDA described within our consolidated results of operations above, which our chief operating decision maker and other members of management use to measure our performance from period to period both at the consolidated level as well as within our operating segments, to evaluate and fund incentive compensation programs and to compare our results to those of our competitors. These non-GAAP measures should not be considered as an alternative to net income/(loss), operating income/(loss), cash flows from operating activities or any other performance measures derived in accordance with GAAP as measures of operating performance or cash flows as measures of liquidity. These non-GAAP measures may differ from similarly titled measures used by others and have important limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP.

THREE MONTHS ENDED SEPTEMBER 30, 2018 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items (1)	Non-GAAP Business Segment Income/(Loss)
Buy	$ 33	$ 16	$ 58	$ 2	$ —	$ 109
Watch	256	4	115	2	—	377
Corporate and Eliminations	(28)	(1)	2	(3)	15	(15)
Total Nielsen	$ 261	$ 19	$ 175	$ 1	$ 15	$ 471

THREE MONTHS ENDED SEPTEMBER 30, 2017 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items (1)	Non-GAAP Business Segment Income/(Loss)
Buy	$ 84	$ 4	$ 53	$ 3	$ —	$ 144
Watch	280	2	106	2	—	390
Corporate and Eliminations	(30)	1	1	3	10	(15)
Total Nielsen	$ 334	$ 7	$ 160	$ 8	$ 10	$ 519

(1) Other items primarily consists of business optimization costs and transaction related costs for the three months ended September 30, 2018 and 2017.

(IN MILLIONS)	Three Months Ended September 30, 2018 Reported	Three Months Ended September 30, 2017 Reported	% Variance 2018 vs. 2017 Reported	Three Months Ended September 30, 2017 Constant Currency	% Variance 2018 vs. 2017 Constant Currency

Non-GAAP Business Segment Income/(Loss)					
Buy	$ 109	$ 144	(24.3)%	$ 136	(19.9)%
Watch	377	390	(3.3)%	388	(2.8)%
Corporate and Eliminations	(15)	(15)	NM	(15)	NM
Total Nielsen	$ 471	$ 519	(9.2)%	$ 509	(7.5)%

Buy Segment Profitability

Operating income was $33 million for the three months ended September 30, 2018 as compared to operating income of $84 million for the three months ended September 30, 2017. The decrease was primarily driven by the revenue performance mentioned above, an increase in restructuring charges and depreciation and amortization expense, as well as our continued global investments in our services, including retailer investments for the three months ended September 30, 2018. Non-GAAP business segment income decreased 19.9% on a constant currency basis.

Watch Segment Profitability

Operating income was $256 million for the three months ended September 30, 2018 as compared to $280 million for the three months ended September 30, 2017. The decrease was driven primarily by an increase in depreciation and amortization expense and restructuring charges, as well as investments in our services, partially offset by the revenue performance discussed above for the three months ended September 30, 2018. Non-GAAP business segment income decreased 2.8% on a constant currency basis.

Corporate Expenses and Eliminations

Operating expenses were $28 million for the three months ended September 30, 2018 as compared to $30 million for the three months ended September 30, 2017.

Results of Operations – Nine months ended September 30, 2018 Compared to the Nine months ended September 30, 2017

The following table sets forth, for the periods indicated, the amounts included in our Condensed Consolidated Statements of Operations:

	Nine Months Ended September 30,	
(IN MILLIONS)	2018	2017
Revenues	$4,857	$4,811
Cost of revenues, exclusive of depreciation and amortization shown separately below	2,098	2,031
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	1,451	1,395
Depreciation and amortization	504	477
Restructuring charges	108	48
Operating income	696	860
Interest income	6	3
Interest expense	(295)	(277)
Foreign currency exchange transaction losses, net	(12)	(9)
Other (expense)/income, net	(3)	5
Income from continuing operations before income taxes and equity in net loss of affiliates	392	582
Provision for income taxes	(142)	(226)
Equity in net loss of affiliates	(1)	—
Net income	249	356
Net income attributable to noncontrolling interests	9	8
Net income attributable to Nielsen stockholders	$240	$348

Net Income to Adjusted EBITDA Reconciliation

The below table presents a reconciliation from net income to Adjusted EBITDA for the nine months ended September 30, 2018 and 2017:

	Nine Months Ended September 30,	
(IN MILLIONS)	2018	2017
Net income attributable to Nielsen stockholders	$ 240	$ 348
Interest expense, net	289	274
Provision for income taxes	142	226
Depreciation and amortization	504	477
EBITDA	1,175	1,325
Equity in net loss of affiliate	1	—
Other non-operating expense, net	24	12
Restructuring charges	108	48
Stock-based compensation expense	21	35
Other items[(a)]	33	28
Adjusted EBITDA	$ 1,362	$ 1,448

(a) Other items primarily consist of business optimization costs and transaction related costs for the nine months ended September 30, 2018 and 2017.

Consolidated Results for the Nine months ended September 30, 2018 Compared to the Nine months ended September 30, 2017

Revenues

Revenues increased 1.0% to $4,857 million for the nine months ended September 30, 2018 from $4,811 million for the nine months ended September 30, 2017, or an increase of 0.4% on a constant currency basis. Revenues within our Buy segment decreased 2.6%, or 3.5% on a constant currency basis. Revenues within our Watch segment increased 4.5%, or 4.1% on a constant currency basis. Refer to the “Business Segment Results for the Nine months ended September 30, 2018 Compared to the Nine months ended September 30, 2017” section for further discussion of our revenue performance.

Cost of Revenues, Exclusive of Depreciation and Amortization

Cost of revenues increased 3.3% to $2,098 million for the nine months ended September 30, 2018 from $2,031 million for the nine months ended September 30, 2017, or an increase of 2.4% on a constant currency basis.

Costs within our Buy segment increased 4.9%, or 3.6% on a constant currency basis, primarily due to global investments in our services, including retailer investments.

Costs within our Watch segment increased 2.1%, or 1.7% on a constant currency basis, primarily due to the impact of our investments and higher spending on product portfolio management initiatives, including our digital and Marketing Effectiveness product offerings, partially offset by productivity initiatives.

Selling, General and Administrative Expenses, Exclusive of Depreciation and Amortization

Selling, general and administrative expenses increased 4.0% to $1,451 million for the nine months ended September 30, 2018 from $1,395 million for the nine months ended September 30, 2017, or an increase of 3.0% on a constant currency basis.

Costs within our Buy segment decreased 0.7%, or 2.0% on a constant currency basis due to productivity initiatives.

Costs within our Watch segment increased 13.9%, or 13.1% on a constant currency basis. Selling, general and administrative expenses increased primarily due to the impact of our investments.

Depreciation and Amortization

Depreciation and amortization expense was $504 million for the nine months ended September 30, 2018 as compared to $477 million for the nine months ended September 30, 2017. This increase was primarily due to higher depreciation and amortization expense associated with higher capital expenditures and higher tangible and intangible assets acquired through business combinations.

Depreciation and amortization expense associated with tangible and intangible assets acquired in business combinations was $167 million for the nine months ended September 30, 2018 as compared to $164 million for the nine months ended September 30, 2017.

Restructuring Charges

We recorded $108 million and $48 million in restructuring charges primarily relating to employee severance costs associated with our plans to reduce selling, general and administrative expenses and consolidate operations centers, as well as automation initiatives for the nine months ended September 30, 2018 and 2017, respectively.

Operating Income

Operating income for the nine months ended September 30, 2018 was $696 million as compared to $860 million for the nine months ended September 30, 2017. Operating income within our Buy segment was $41 million for the nine months ended September 30, 2018 as compared to $217 million for the nine months ended September 30, 2017. Operating income within our Watch segment was $738 million for the nine months ended September 30, 2018 as compared to $734 million for the nine months ended September 30, 2017. Corporate operating expenses were $83 million for the nine months ended September 30, 2018 as compared to $91 million for the nine months ended September 30, 2017.

Interest Expense

Interest expense was $295 million for the nine months ended September 30, 2018 as compared to $277 million for the nine months ended September 30, 2017. This increase was primarily due to higher USD LIBOR interest rates on the unhedged portion of our senior secured term loans.

Foreign Currency Exchange Transaction Losses, Net

Foreign currency exchange transaction losses, net, primarily represent the net loss on revaluation of intercompany loans and other receivables and payables denominated in currencies other than the respective entity’s functional currency. Fluctuations in the value of foreign currencies relative to the U.S. Dollar, primarily the Euro, have a significant effect on our operating results. The average U.S. Dollar to Euro exchange rate was $1.19 to €1.00 for the nine months ended September 30, 2018 as compared to $1.11 to €1.00 for the nine months ended September 30, 2017.

We realized net foreign currency transaction losses of $12 million and $9 million for the nine months ended September 30, 2018 and 2017, respectively, resulting primarily from the fluctuations in certain foreign currencies associated with intercompany transactions.

Other (Expense)/Income, Net

Other expense, net of $3 million for the nine months ended September 30, 2018, was primarily related to certain costs incurred in connection with the June 2018 debt refinancing discussed below under “Liquidity and Capital resources”, as well as the write-off of certain previously capitalized deferred financing fees in conjunction with the refinancing, partially offset by certain pension costs reclassified from operating expense as a result of our adoption of ASU “Compensation — Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.” See “Summary of Recent Accounting Pronouncements” below for more information.

Other income, net of $5 million for the nine months ended September 30, 2017, was primarily related to certain pension costs reclassified from operating expense as a result of our adoption of ASU “Compensation — Retirement

Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." See "Summary of Recent Accounting Pronouncements" below for more information.

Income Taxes

The effective tax rates for the nine months ended September 30, 2018 and 2017 were 36% and 39%, respectively. The tax rate for the nine months ended September 30, 2018 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where we file tax returns, and the effect of global licensing activities and foreign distributions, offset by the favorable impact of certain financing activities. The tax rate for the nine months ended September 30, 2017 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where we file tax returns, and the effect of global licensing activities, offset by the favorable impact of certain financing activities and the impact of share-based compensation excess tax benefit. The principal reason for the decrease in the nine months effective tax rate in 2018 when compared to 2017 was due to tax reform enacted within the United States.

Adjusted EBITDA

Adjusted EBITDA decreased 5.9% to $1,362 million for the nine months ended September 30, 2018 from $1,448 million for the nine months ended September 30, 2017, a decrease of 5.7% on a constant currency basis. See "Results of Operations – Nine months ended September 30, 2018 Compared to the Nine months ended September 30, 2017" for the reconciliation of net income to Adjusted EBITDA.

Business Segment Results for the Nine months ended September 30, 2018 Compared to the Nine months ended September 30, 2017

Revenues

The table below sets forth our segment revenue performance data for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017, both on an as-reported and constant currency basis.

(IN MILLIONS)	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017	% Variance 2018 vs. 2017 Reported		Nine Months Ended September 30, 2017 Constant Currency	% Variance 2018 vs. 2017 Constant Currency	
Emerging Markets	$ 856	$ 860	(0.5	)%	$ 845	1.3	%
Developed Markets	1,440	1,472	(2.2	)%	1,506	(4.4	)%
Core Buy	2,296	2,332	(1.5	)%	2,351	(2.3	)%
Corporate	24	51	(52.9	)%	52	(53.8	)%
Buy Segment	$ 2,320	$ 2,383	(2.6	)%	$ 2,403	(3.5	)%
Marketing Effectiveness	$ 250	$ 237	5.5	%	$ 239	4.6	%
Audio	369	370	(0.3	)%	370	(0.3	)%
Audience Measurement (Video and Text)	1,815	1,682	7.9	%	1,690	7.4	%
Core Watch	2,434	2,289	6.3	%	2,299	5.9	%
Corporate/Other Watch	103	139	(25.9	)%	138	(25.4	)%
Watch Segment	$ 2,537	$ 2,428	4.5	%	$ 2,437	4.1	%
Total Core (Buy/Watch)	4,730	4,621	2.4	%	4,650	1.7	%
Total	$ 4,857	$ 4,811	1.0	%	$ 4,840	0.4	%

Buy Segment Revenues

Revenues decreased 2.6% to $2,320 million for the nine months ended September 30, 2018 from $2,383 million for the nine months ended September 30, 2017, or 3.5% on a constant currency basis.

Revenues from emerging markets decreased 0.5% to $856 million, or an increase of 1.3% on a constant currency basis. Revenue growth was driven by our global footprint, coverage expansion and broad product offerings driving growth in Eastern Europe and some markets in Latin America, partially offset by pressure on multinational client spend and continued softness in China.

Revenues from developed markets decreased 2.2% to $1,440 million, or 4.4% on a constant currency basis, primarily due to continued pressure on spending from large multinational clients and continued pressure in the fast moving consumer goods industry in the U.S.

Revenues from Corporate Buy decreased 52.9% to $24 million, or 53.8% on a constant currency basis. Corporate includes slow growth and non-core services that are part of portfolio pruning initiatives.

Watch Segment Revenues

Revenues increased 4.5% to $2,537 million for the nine months ended September 30, 2018 from $2,428 million for the nine months ended September 30, 2017 or an increase of 4.1% on a constant currency basis. Revenue growth was primarily driven by growth in Audience Measurement of Video and Text, which increased 7.9%, or 7.4% on a constant currency basis, primarily due to continued client adoption of our Total Audience Measurement system and our ongoing investments, including Gracenote. Audio revenues decreased 0.3% on a reported and constant currency basis. Marketing Effectiveness revenue increased 5.5%, or 4.6% on a constant currency basis, primarily driven by consistent investment in our product portfolio, partially offset by pressure on our clients and partners from changes to consumer data privacy protocols. Corporate/Other Watch revenues decreased by 25.9%, or 25.4% on a constant currency basis due to continued exit of non-core media analytics products. Core Watch revenue grew 6.3%, or 5.9% on a constant currency basis.

Business Segment Profitability

NINE MONTHS ENDED SEPTEMBER 30, 2018 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items[(1)]	Non-GAAP Business Segment Income/(Loss)
Buy	$ 41	$ 86	$ 167	$ 9	$ —	$ 303
Watch	738	18	332	7	—	1,095
Corporate and Eliminations	(83)	4	5	5	33	(36)
Total Nielsen	$ 696	$ 108	$ 504	$ 21	$ 33	$ 1,362

NINE MONTHS ENDED SEPTEMBER 30, 2017 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items[(1)]	Non-GAAP Business Segment Income/(Loss)
Buy	$ 217	$ 31	$ 156	$ 10	$ —	$ 414
Watch	734	9	318	9	—	1,070
Corporate and Eliminations	(91)	8	3	16	28	(36)
Total Nielsen	$ 860	$ 48	$ 477	$ 35	$ 28	$ 1,448

(1) Other Items primarily consists of business optimization costs and transaction related costs for the nine months ended September 30, 2018 and 2017.

(IN MILLIONS)	Nine Months Ended September 30, 2018 Reported	Nine Months Ended September 30, 2017 Reported	% Variance 2018 vs. 2017 Reported	Nine Months Ended September 30, 2017 Constant Currency	% Variance 2018 vs. 2017 Constant Currency
Non-GAAP Business Segment Income/(Loss)					
Buy	$ 303	$ 414	(26.8)%	$ 409	(25.9)%
Watch	1,095	1,070	2.3%	1,072	2.1%

Corporate and Eliminations	(36)	(36)	NM	(36)	NM
Total Nielsen	$ 1,362	$ 1,448	(5.9)%	$ 1,445	(5.7)%

Buy Segment Profitability

Operating income was $41 million for the nine months ended September 30, 2018 as compared to $217 million for the nine months ended September 30, 2017 primarily due to the revenue performance mentioned above and higher restructuring costs, depreciation and amortization expense and our continued global investments in our services, including retailer investments. Non-GAAP business segment income decreased 25.9% on a constant currency basis.

Watch Segment Profitability

Operating income was $738 million for the nine months ended September 30, 2018 as compared to $734 million for the nine months ended September 30, 2017. The increase was driven primarily by the revenue performance discussed above, partially offset by higher depreciation and amortization expense and restructuring costs. Non-GAAP business segment income increased 2.1% on a constant currency basis.

Corporate Expenses and Eliminations

Operating expenses were $83 million for the nine months ended September 30, 2018 as compared to $91 million for the nine months ended September 30, 2017. The decrease was driven primarily by lower stock-based compensation expense and restructuring costs, partially offset by higher transaction and business optimization costs and higher depreciation and amortization expense associated with higher capital expenditures in 2018.

Liquidity and Capital Resources

Overview

Cash flows from operations provided a source of funds of $512 million for the nine months ended September 30, 2018 as compared to $804 million for the nine months ended September 30, 2017, a decrease of $292 million. This decrease was primarily due to the Adjusted EBITDA performance described above, the overall retailer investments and other growth initiatives, working capital pressure, and higher interest payments, partially offset by lower income tax payments. We provide for additional liquidity through several sources including maintaining an adequate cash balance, access to global funding sources and a committed revolving credit facility. The following table provides a summary of the major sources of liquidity as of and for the nine months ended September 30, 2018 and 2017:

(IN MILLIONS)	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Net cash from operating activities	$ 512	$ 804
Cash and cash equivalents	$ 446	$ 662
Availability under revolving credit facility	$ 631	$ 564

Of the $446 million in cash and cash equivalents, approximately $411 million was held in jurisdictions outside the U.S. and as a result there may be tax consequences if such amounts were moved out of these jurisdictions or repatriated to the U.S. We regularly review the amount of cash and cash equivalents held outside of the U.S. to determine the amounts necessary to fund the current operations of our foreign operations and their growth initiatives and amounts needed to service our U.S. indebtedness and related obligations.

The below table illustrates our weighted average interest rate and cash paid for interest over the nine months ended September 30, 2018 and 2017.

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Weighted average interest rate	4.55 %	4.24 %
Cash paid for interest, net of amounts capitalized (in millions)	$ 242	$ 214

Our contractual obligations, commitments and debt service requirements over the next several years are significant. We believe we will have available resources to meet both our short-term and long-term liquidity requirements, including our senior secured debt service. We expect the cash flow from our operations, combined with existing cash and amounts available under the revolving credit facility, will provide sufficient liquidity to fund our current obligations, projected working capital requirements, restructuring obligations, dividend payments and capital spending over the next year. In addition, we may, from time to time, purchase, repay, redeem or retire any of our outstanding debt securities (including any publicly issued debt securities) in privately negotiated or open market transactions, by tender offer or otherwise.

2018 Credit Facility Amendment

In June 2018, we entered into an Amendment Agreement to amend and restate our Fourth Amended and Restated Credit Agreement (the “Prior Credit Agreement”) in the form of the Fifth Amended and Restated Credit Agreement (the “Amended Credit Agreement”). Among other things, the Amendment Agreement provided for: (i) the refinancing and replacement of the prior Tranche A Revolving Credit Facility with a new Tranche A Revolving Credit Facility having commitments in an aggregate principal amount of $850,000,000; (ii) the refinancing and replacement of the prior Class A Term Loans with new Class A Term Loans in an aggregate principal amount of $1,125,000,000; (iii) the refinancing and replacement of the prior Class B-2 Euro Term Loans with new Class B-2 Euro Term Loans in an aggregate principal amount of €545,245,518; and (iv) incurring incremental term loans in the form of Class B-4 Term Loans in an aggregate principal amount of $75,000,000.

The proceeds of loans under each replacement facility were used to replace or refinance the entire outstanding principal amount of loans under the prior facility that was replaced, and the proceeds of the incremental Class B-4 Term Loans, together with a portion of the proceeds of the Class B-2 Euro Term Loans in excess of the amount of the prior Class B-2 Euro Term Loans that were replaced, were used to prepay the amount of prior Class A Term Loans in excess of the amount of new Class A Term Loans.

The new Class A Term Loans will mature in full on July 9, 2023 and are required to be repaid in quarterly installments in an aggregate amount equal to 0.63% of the original principal amount of the Class A Term Loans for each of the first eight quarters following the effective date of the Amendment Agreement, 1.25% of the original principal amount of the Class A Term Loans for each of the subsequent eight quarters and 2.50% of the original principal amount of the Class A Term Loans for each of the subsequent three quarters, with the balance payable on July 9, 2023. The new Class B-2 Euro Term Loans will mature in full on October 4, 2023 and are required to be repaid in equal quarterly installments in an aggregate amount equal to 0.25% of the original principal amount of the Class B-2 Euro Term Loans, with the balance payable on October 4, 2023. The Class B-4 Term Loans will mature in full on October 4, 2023 and are required to be repaid in equal quarterly installments in an aggregate amount equal to 0.25% of the original principal amount of the Class B-4 Term Loans, with the balance payable on October 4, 2023. The new Tranche A Revolving Credit Facility matures on July 9, 2023.

The new Class A Term Loans and loans under the new Tranche A Revolving Credit Facility bear interest at a rate per annum equal to, at our election, (i) a base rate or eurocurrency rate, plus (ii) an applicable margin determined by reference to the Total Leverage Ratio (as defined in the Amended Credit Agreement), which varies from 0.25% to 1.00%, in the case of base rate loans, and from 1.25% to 2.00%, in the case of eurocurrency rate loans. The Class B-2 Euro Term Loans bear interest at a rate per annum equal to (i) a eurocurrency rate plus (ii) an applicable margin equal to 2.50%. The Class B-4 Term Loans bear interest at a rate per annum equal to, at our election, (i) a base rate or eurocurrency rate, plus (ii) an applicable margin, which is equal to 2.00%, in the case of eurocurrency loans, or 1.00%, in the case of base rate loans.

The Amended Credit Agreement contains substantially the same affirmative and negative covenants as those of the Prior Credit Agreement, except the exceptions to the restrictions on restricted payments and investments that are determined by reference to the Total Leverage Ratio were amended to increase the applicable limits.

Financial Debt Covenants Attributable to The Nielsen Company B.V.

The Amended Credit Agreement contains a financial covenant consisting of a maximum leverage ratio applicable to our indirect wholly-owned subsidiary, Nielsen Holding and Finance B.V. and its restricted subsidiaries. The leverage ratio requires that we not permit the ratio of total net debt (as defined in the Amended Credit Agreement) at the end of any calendar quarter to Consolidated EBITDA (as defined in the Amended Credit Agreement) for the four quarters then ended to exceed a specified threshold. The maximum permitted ratio is 5.50 to 1.00.

Failure to comply with this financial covenant would result in an event of default under our Amended Credit Agreement unless waived by our senior credit lenders. An event of default under our Amended Credit Agreement can result in the acceleration of our indebtedness under the facilities, which in turn would result in an event of default and possible acceleration of indebtedness under the agreements governing our debt securities as well. As our failure to comply with the financial covenant described above can cause us to go into default under the agreements governing our indebtedness, management believes that our Amended Credit Agreement and this covenant are material to us. As of September 30, 2018, we were in full compliance with the financial covenant described above.

Revolving Credit Facility

The Amended Credit Agreement contains a senior secured revolving credit facility with aggregate revolving credit commitments of $850 million and a final maturity of July 2023 under which Nielsen Finance LLC, TNC (US)

Holdings, Inc., and Nielsen Holding and Finance B.V. can borrow revolving loans. The revolving credit facility can also be used for letters of credit, guarantees and swingline loans.

The senior secured revolving credit facility is provided under the Amended Credit Agreement and so contains covenants and restrictions as noted above with respect to the Amended Credit Agreement. Obligations under the revolving credit facility are guaranteed by the same entities that guarantee obligations under the Amended Credit Agreement.

As of September 30, 2018 and 2017, we had $204 million and zero borrowings outstanding and had outstanding letters of credit of $15 million and $11 million, respectively. As of September 30, 2018, we had $631 million available for borrowing under the revolving credit facility.

Dividends and Share Repurchase Program

We remain committed to driving shareholder value as evidenced in 2013 with the adoption of a quarterly cash dividends policy by our Board of Directors, under which we have paid $370 million and $353 million in cash dividends during the nine months ended September 30, 2018 and 2017, respectively. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors and will be subject to the Board of Director's continuing determination that the dividend policy and the declaration of dividends thereunder are in the best interests of our shareholders, and are in compliance with all laws and agreements to which we are subject. The below table summarizes the dividends declared on our common stock during 2017 and the nine months ended September 30, 2018.

Declaration Date	Record Date	Payment Date	Dividend Per Share
February 16, 2017	March 2, 2017	March 16, 2017	$ 0.31
April 24, 2017	June 2, 2017	June 16, 2017	$ 0.34
July 20, 2017	August 24, 2017	September 7, 2017	$ 0.34
October 19, 2017	November 21, 2017	December 5, 2017	$ 0.34
February 18, 2018	March 7, 2018	March 21, 2018	$ 0.34
April 19, 2018	June 6, 2018	June 20, 2018	$ 0.35
July 19, 2018	August 22, 2018	September 5, 2018	$ 0.35

On October 18, 2018, our Board of Directors declared a cash dividend of $0.35 per share on our common stock. The dividend is payable on December 5, 2018 to stockholders of record at the close of business on November 21, 2018.

Our Board of Directors approved a share repurchase program, as included in the below table, for up to $2 billion of our outstanding common stock. The primary purpose of the program is to return value to shareholders and to mitigate dilution associated with our equity compensation plans.

Board Approval	Share Repurchase Authorization ($ in millions)
July 25, 2013	$ 500
October 23, 2014	$ 1,000
December 11, 2015	$ 500
Total Share Repurchase Authorization	$ 2,000

Repurchases under these plans will be made in accordance with applicable securities laws from time to time in the open market or otherwise depending on our evaluation of market conditions and other factors. This program has been executed within the limitations of the authority granted by our shareholders.

As of September 30, 2018, there have been 39,426,521 shares of our common stock purchased at an average price of $44.95 per share (total consideration of approximately $1,772 million) under this program.

The activity for the nine months ended September 30, 2018 consisted of open market share repurchases and is summarized in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Publicly Announced Plans or Programs
As of December 31, 2017	37,206,365	$ 45.74	37,206,365	$298,118,746
2018 Activity				
January 1- 31	—	—	—	$298,118,746
February 1- 28	187,048	$ 33.31	187,048	$291,887,826
March 1- 31	424,324	$ 33.04	424,324	$277,868,369
April 1-30	155,878	$ 32.24	155,878	$272,843,463
May 1-31	922,862	$ 30.79	922,862	$244,424,375
June 1-30	208,510	$ 30.85	208,510	$237,992,519
July 1-31	321,534	$ 31.26	321,534	$227,942,536
August 1-31	—	$ —	—	$227,942,536
September 1-30	—	$ —	—	$227,942,536
Total	39,426,521	$ 44.95	39,426,521	

Cash Flows

Operating activities. Net cash provided by operating activities was $512 million for the nine months ended September 30, 2018, as compared to $804 million for the nine months ended September 30, 2017. This decrease was primarily due to the Adjusted EBITDA performance described above, the overall retailer investments and other growth initiatives, working capital pressure, and higher interest payments, partially offset by lower income tax payments. Our key collections performance measure, days billing outstanding (DBO), increased by 2 days as compared to the same period last year.

Investing activities. Net cash used in investing activities was $403 million for the nine months ended September 30, 2018, as compared to $888 million for the nine months ended September 30, 2017. The primary driver for the decrease was lower acquisition payments during the nine months ended September 30, 2018 as compared to the same period for 2017.

Financing activities. Net cash used in financing activities was $313 million for the nine months ended September 30, 2018 as compared to $48 million for the nine months ended September 30, 2017. The increase in net cash used in financing activities was primarily due to the decrease in net proceeds from debt issuances and repayments, partially offset by higher net borrowings from the revolving credit facility.

Capital Expenditures

Investments in property, plant, equipment, software and other assets totaled $371 million for the nine months ended September 30, 2018 as compared to $319 million for the nine months ended September 30, 2017.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that currently have or are reasonably likely to have a material effect on our consolidated financial condition, changes in financial condition, results of operations, liquidity, capital expenditures or capital resources.

Summary of Recent Accounting Pronouncements

Revenue Recognition

In May 2014, the FASB issued an Accounting Standards Update ("ASU"), "Revenue from Contracts with Customers." The new revenue recognition standard provides a five step analysis of transactions to determine when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services and shall be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption if using the modified retrospective transition method. In addition, the new standard requires disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. We adopted this ASU effective January 1, 2018 using the modified retrospective transition method. Except for the required financial statement disclosures, included in footnote 3 to the condensed consolidated financial statements, there was no impact to our condensed consolidated financial statements.

Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost

In March 2017, the FASB issued an ASU, "Compensation — Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," which will change the presentation of net periodic benefit cost related to employer sponsored defined benefit plans and other postretirement benefits. Service cost will be included within the same income statement line item as other compensation costs arising from services rendered during the period, while other components of net periodic benefit pension cost will be presented separately outside of operating income. Additionally, only service costs may be capitalized in assets. This ASU is required to be applied retrospectively. As a result of the adoption of this ASU, we reclassified $3 million and $8 million from selling, general and administrative expenses to other income, net in our condensed consolidated statement of operations for the nine months ended September 30, 2017, respectively.

Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets

In February 2017, the FASB issued an ASU, "Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets," which clarifies the scope and application of ASC 610-20 on the sale or transfer of nonfinancial assets and in substance nonfinancial assets to noncustomers, including partial sales. It requires the application of certain recognition and measurement principles in ASC 606 when derecognizing nonfinancial assets and in substance nonfinancial assets, and the counterparty is not a customer. We adopted this ASU in the first quarter of 2018 and it did not have a material impact on our condensed consolidated financial statements.

Compensation- Stock Compensation

In May 2017, the FASB issued an ASU, Compensation- Stock Compensation (Topic 718), "Scope of Modification Accounting," which amends the scope of modification accounting for share-based payment arrangements. The standard provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under ASC 718. Specifically, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. We adopted this ASU in the first quarter of 2018 and it did not have a material impact on our condensed consolidated financial statements

Leases

In February 2016, the FASB issued an ASU, "Leases." The new standard amends the recognition of lease assets and lease liabilities by lessees for those leases currently classified as operating leases and amends disclosure requirements associated with leasing arrangements. The new standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition, and provides for certain practical expedients.

We established a cross-functional implementation team consisting of representatives from across all of our business segments. Management utilized a bottoms-up approach to analyze the impact of the standard on our leasing portfolio by reviewing the current accounting policies and practices to identify potential differences that would result from applying the requirements of the new standard. In addition, management identified, and is in the process of implementing appropriate changes to our business processes, systems and controls to support the recognition and disclosure under the new standard.

While we continue to assess the impact the adoption of this ASU will have on our condensed consolidated financial statements, we expect it will increase assets and liabilities on the condensed consolidated balance sheet.

Income taxes

In February 2018, the FASB issued an ASU, “Reclassification of Certain Tax Effects From Accumulated Comprehensive Income”. The new standard will give companies the option to reclassify stranded tax effects caused by the newly-enacted US Tax Cuts and Jobs Act (TCJA) from accumulated other comprehensive income (AOCI) to retained earnings. The new standard will take effect for all companies for the fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. We are assessing the impact the adoption of this ASU will have on our condensed consolidated financial statements.

Commitments and Contingencies

Legal Proceedings and Contingencies

In August 2018, two putative stockholder class action lawsuits were filed in the Southern District of New York, naming as defendants Nielsen, Chief Executive Officer Dwight Mitchell Barns, and former Chief Financial Officer Jamere Jackson. A third lawsuit, which alleges similar facts but also names other defendants, including former Chief Operating Officer Stephen Hasker, was filed in the Northern District of Illinois in September 2018. These lawsuits assert violations of certain provisions of the Securities Exchange Act of 1934, based on allegedly false and materially misleading statements relating to the outlook of our Buy segment, our preparedness for changes in global data privacy laws and our reliance on third-party data. We expect that an amended or consolidated complaint relating to these cases will be filed after appointment of a lead plaintiff and intend to file a motion to dismiss the amended or consolidated complaint. We intend to defend these lawsuits vigorously. Based on currently available information, we believe that we have meritorious defenses to these actions and that their resolution is not likely to have a material adverse effect on our business, financial position, or results of operations.

We are subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, we expect that the ultimate disposition of these matters will not have a material adverse effect on our operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect our future results of operations or cash flows in a particular period.

Other Contractual Obligations

Our other contractual obligations include capital lease obligations (including interest portion), facility leases, leases of certain computer and other equipment, agreements to purchase data and telecommunication services and the payment of principal and interest on debt and pension fund obligations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential loss arising from adverse changes in market rates and market prices such as interest rates, foreign currency exchange rates, and changes in the market value of equity instruments. We are exposed to market risk, primarily related to foreign exchange and interest rates. We actively monitor these exposures. Historically, in order to manage the volatility relating to these exposures, we entered into a variety of derivative financial instruments, mainly interest rate swaps, cross-currency swaps and forward rate agreements. Currently we only employ basic contracts, that is, without options, embedded or otherwise. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings, cash flows and the value of our net investments in subsidiaries resulting from changes in interest rates and foreign currency rates. It is our policy not to trade in financial instruments for speculative purposes.

Foreign Currency Exchange Risk

We operate globally and predominantly generate revenues and expenses in local currencies. Approximately 43% of our revenues and 44% of our operating costs were generated in currencies other than the U.S. Dollar for the nine months ended September 30, 2018. Because of fluctuations (including possible devaluations) in currency exchange rates or the imposition of limitations on conversion of foreign currencies into our reporting currency, we are subject to currency translation exposure on the profits of our operations, in addition to transaction exposure. Typically, a one cent change in the U.S. Dollar/Euro exchange rate, holding all other currencies constant, will impact revenues by approximately $6 million annually, with an immaterial impact on our profitability.

During the nine months ended September 30, 2018 and 2017, we recorded a net loss of $1 million and zero, respectively, associated with foreign currency derivative financial instruments within foreign currency exchange transactions losses, net in our condensed consolidated statements of operations. As of September 30, 2018 and December 31, 2017, the notional amounts of outstanding foreign currency derivative financial instruments were $84 million and $74 million, respectively.

The table below details the percentage of revenues and expenses by currency for the nine months ended September 30, 2018:

	U.S. Dollar	Euro	Other Currencies
Revenues	57 %	11 %	32 %
Operating costs	56 %	11 %	33 %

Operations in Argentina

We have operations in both the Buy and Watch segments in Argentina and the functional currency for those operations is the Argentine Peso. In accordance with U.S. GAAP, Argentina's currency has been considered hyperinflationary since July 1, 2018, and, accordingly, local currency transactions have been denominated in U.S. dollars since July 1, 2018, and will continue to be denominated in U.S. dollars until Argentina's currency is no longer deemed to be hyperinflationary. We will continue to assess the appropriate conversion rate based on events in Argentina and our Argentina operations. This event has had an immaterial impact on our condensed consolidated financial statements.

Interest Rate Risk

We continually review our fixed and variable rate debt along with related hedging opportunities in order to ensure our portfolio is appropriately balanced as part of our overall interest rate risk management strategy. At September 30, 2018, we had $4,246 million in carrying value of floating-rate debt under our senior secured credit facilities of which $2,050 million was subject to effective floating-fixed interest rate swaps. A one percent increase in interest rates applied to our floating rate indebtedness would therefore increase annual interest expense by approximately $22 million ($42 million without giving effect to any of our interest rate swaps).

Derivative instruments involve, to varying degrees, elements of non-performance, or credit risk. We do not believe that we currently face a significant risk of loss in the event of non-performance by the counterparties associated with these instruments, as these transactions were executed with a diversified group of major financial institutions with a minimum investment-grade or better credit rating. Our credit risk exposure is managed through the continuous monitoring of our exposures to such counterparties.

Equity Price Risk

We are not exposed to material equity risk.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in the reports that the Company files or submits to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2018 (the "Evaluation Date"). Based on such evaluation and subject to foregoing, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective at the reasonable assurance level.

(b) Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In August 2018, two putative stockholder class action lawsuits were filed in the Southern District of New York, naming as defendants Nielsen, Chief Executive Officer Dwight Mitchell Barns, and former Chief Financial Officer Jamere Jackson. A third lawsuit, which alleges similar facts but also names other defendants, including former Chief Operating Officer Stephen Hasker, was filed in the Northern District of Illinois in September 2018. These lawsuits assert violations of certain provisions of the Securities Exchange Act of 1934, based on allegedly false and materially misleading statements relating to the outlook of our Buy segment, our preparedness for changes in global data privacy laws and our reliance on third-party data. We expect that an amended or consolidated complaint relating to these cases will be filed after appointment of a lead plaintiff and intend to file a motion to dismiss the amended or consolidated complaint. We intend to defend these lawsuits vigorously. Based on currently available information, we believe that we have meritorious defenses to these actions and that their resolution is not likely to have a material adverse effect on our business, financial position, or results of operations.

We are subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, we do expect that the ultimate disposition of these matters will not have a material adverse effect on our operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect our future results of operations or cash flows in a particular period.

Item 1A. Risk Factors

There have been no material changes to our Risk Factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017 other than as set forth below, which, along with the Risk Factors previously disclosed, could materially adversely affect our business, financial condition and results of operations. Additional risks and uncertainties that are not presently known to us or that we deem immaterial may also impair our business operations and financial condition.

We are subject to risks and uncertainties related to our review of strategic alternatives.

In September 2018, we announced that we would expand the scope of our previously announced strategic review of our Buy segment to include a broad review of strategic alternatives for the entire company and its businesses. This review process, which is being conducted with the assistance of financial and legal advisors, includes an assessment of a broad range of potential strategic alternatives including continuing to operate as a public, independent company, a separation of either the Company’s Buy or Watch segment, or a sale of the Company. We will incur expenses in connection with the review and our future results may be affected by the pursuit or consummation of any specific transaction or other strategic alternative resulting from the review. There can be no assurance that this review will result in a specific transaction or other strategic alternative. In addition, the pendency of this review exposes us to certain risks and uncertainties, including potential risks and uncertainties in retaining and attracting employees during the review process; the diversion of management's time to the review; exposure to potential litigation in connection with the review process or any specific transaction or other strategic alternative resulting therefrom; and risks and uncertainties with respect to suppliers, clients and other business relationships, all of which could disrupt and negatively affect our business. Speculation regarding any developments related to the review of strategic alternatives and perceived uncertainties related to the future of the Company could cause our stock price to fluctuate significantly. There is no finite timetable for completion of the review of strategic alternatives, and we can provide no assurance that any transaction or other strategic alternative we pursue will have a positive impact on our results of operations or financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

There were no unregistered sales of our common stock for the nine months ended September 30, 2018.

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Dollar Value of Shares that may yet be Purchased under the Plans or Programs
July 1-31	321,534	$ 31.26	321,534	$ 227,942,536
August 1-31	—	$ —	—	$ 227,942,536
September 1-30	—	$ —	—	$ 227,942,536
Total	321,534	$ 31.26	321,534	

(1) Our Board of Directors approved a share repurchase program for up to $2 billion of our outstanding common stock on the dates indicated under Part 1- Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations- Liquidity and Capital Resources- Dividends and Share Repurchase Program.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibit index attached hereto is incorporated herein by reference.

EXHIBIT INDEX

The agreements and other documents filed as exhibits to this quarterly report on Form 10-Q are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the registrant in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit Number	Description of Exhibits
10.1	Offer Letter to David J. Anderson, dated as of September 4, 2018 (incorporated herein by reference to the Current Report on Form 8-K of Nielsen Holdings plc filed on September 5, 2018 (File No. 001-30542).
31.1*	CEO 302 Certification Pursuant to Rule 13a-15(e)/15d-15(e)
31.2*	CFO 302 Certification Pursuant to Rule 13a-15(e)/15d-15(e)
32.1*	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)
101*	The following financial information from Nielsen Holdings plc's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, formatted in XBRL includes: (i) Condensed Consolidated Statements of Operations (Unaudited) for the three and nine months ended September 30, 2018 and 2017, (ii) Condensed Consolidated Statements of Comprehensive Income (Unaudited) for the three and nine months ended September 30, 2018 and 2017, (iii) Condensed Consolidated Balance Sheets at September 30, 2018 (Unaudited) and December 31, 2017, (iv) Condensed Consolidated Statements of Cash Flows (Unaudited) for the nine months ended September 30, 2018 and 2017, and (v) the Notes to Condensed Consolidated Financial Statements.

*Filed or furnished herewith

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

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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.

	Nielsen Holdings plc (Registrant)
Date: October 25, 2018	/s/ Jeffrey R. Charlton Jeffrey R. Charlton Senior Vice President and Corporate Controller Duly Authorized Officer and Principal Accounting Officer