

Nielsen N.V.  
Form 3  
August 21, 2014

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â LEWIS JOHN JASPER                       |         | (Month/Day/Year)                     | Nielsen N.V. [NLSN]  |  |
| (Last)                                    | (First) | (Middle)                             | 08/18/2014   |  |
| C/O NIELSEN N.V.,Â 85 BROAD STREET        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NEW YORK,Â NYÂ 10004                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Global President   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 129,565.4 <sup>(1)</sup>                              | D  | Â   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|                                  | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|----------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Options to purchase Common Stock | Â (2)            | 02/02/2017      | Common Stock | 17,813                     | \$ 16    | D                          | Â |
| Options to purchase Common Stock | Â (2)            | 02/02/2017      | Common Stock | 2,968                      | \$ 32    | D                          | Â |
| Options to purchase Common Stock | Â (3)            | 02/02/2017      | Common Stock | 15,625                     | \$ 32    | D                          | Â |
| Options to purchase Common Stock | Â (4)            | 09/25/2020      | Common Stock | 44,000                     | \$ 36.56 | D                          | Â |
| Options to purchase Common Stock | Â (5)            | 05/11/2018      | Common Stock | 75,000                     | \$ 30.19 | D                          | Â |
| Options to purchase Common Stock | Â (6)            | 07/26/2019      | Common Stock | 80,000                     | \$ 27.98 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| LEWIS JOHN JASPER<br>C/O NIELSEN N.V.<br>85 BROAD STREET<br>NEW YORK, NY 10004 | Â             | Â         | Â Global President | Â     |

## Signatures

/s/ Harris Black, Authorized Signatory 08/21/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes (a) 4,587.74 restricted shares of the Issuer, of which 2,293.36 vest on February 10, 2015 and 2,294.38 vest on February 10, 2016; (b) 22,000 restricted stock units of the Issuer, which vest on February 28, 2016; (c) 19,600 restricted stock units of the Issuer, which vest on February 28, 2017; (d) 9,130.29 restricted stock units of the Issuer, which vest in four equal annual installments on September 25, 2014, 2015, 2016 and 2017; (e) 7,722.38 restricted stock units of the Issuer, which vest in two equal annual installments on July 26, 2015 and 2016; and (f) 40,807.99 restricted stock units of the Issuer, of which 10,202 vest on July 25, 2015, 15,303.01 vest on July 25, 2016, and 15,302.98 vest on July 25, 2017.
- (2) These options to purchase shares vest on February 2, 2017.
- (3) These options to purchase shares are currently vested and are exercisable.
- (4) These options to purchase shares vest in four equal annual installments on September 25, 2014, 2015, 2016 and 2017.
- (5) 56,250 of these options to purchase shares are currently vested and are exercisable. The remaining 18,750 of these options to purchase shares vest on May 11, 2015.
- (6) 40,000 of these options to purchase shares are currently vested and are exercisable. The remaining 40,000 of these options to purchase shares vest in two equal annual installments on July 26, 2015 and 2016.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.