

Nielsen CO B.V.  
Form 8-K  
October 05, 2011

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): September 29, 2011**

**Nielsen Holdings N.V.**  
**The Nielsen Company B.V.**

**(Exact name of registrant as specified in its charter)**

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<b>The Netherlands</b>	<b>001-35042</b>	<b>98-0662038</b>
(State or other jurisdiction	<b>333-142546-29</b>	<b>98-0366864</b>
of incorporation)	(Commission	(IRS Employer
	File Number)	Identification No.)

<b>770 Broadway</b>	<b>Diemerhof 2</b>
<b>New York, New York 10003</b>	<b>1112 XL Diemen</b>
<b>(646) 654-5000</b>	<b>The Netherlands</b>
(Address of principal executive offices)	<b>+31 20 398 8777</b>

(Registrant's telephone number, including area code)

N/A

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

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

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

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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 29, 2011, Nielsen Holdings N.V. (the Company), Valcon Acquisition Holding (Luxembourg) S.à.r.l., a private limited company incorporated under the laws of Luxembourg and the direct parent of the Company (Luxco), and certain executive officers of the Company (the Officer Stockholders), entered into amendments (each, an Amendment Agreement) to (i) the Management Stockholder's Agreement by and among the Company, Luxco and such executive officer (each, a Management Stockholder's Agreement) and (ii) the Sale Participation Agreement between Luxco and such executive officer (each, a Sale Participation Agreement) and, together with the Management Stockholder's Agreements, the Agreements).

Under the terms of the Amendment Agreements, the Officer Stockholders will be released from the transfer restrictions relating to shares of the Company's capital stock held by them as set forth in the Management Stockholder's Agreements according to the following schedule:

(i) as of the date upon which the investment funds associated with AlpInvest Partners, The Blackstone Group, The Carlyle Group, Hellman & Friedman, Kohlberg Kravis Roberts & Co. and Thomas H. Lee Partners (collectively, the Investors) complete a sale of shares of common stock of the Company held by them either through a registered public offering or by a sale to a third party, such third party not being an Investor, transfer restrictions will be released with respect to 33 1/3% of the shares held by such Officer Stockholder as of the date of such sale (the Secondary Sale Date);

(ii) as of the date which is five months after the Secondary Sale Date, transfer restrictions will be released with respect to an additional 33 1/3% of the shares held by such Officer Stockholder; and

(iii) as of January 1, 2013, transfer restrictions will be released with respect to all shares held by such Officer Stockholder regardless of whether any secondary sale by the Investors has occurred.

Furthermore, under the terms of the Amendment Agreements, if an Officer Stockholder's active employment with the Company is terminated as a result of his or her death or permanent disability or without cause by the Company, or by such Officer Stockholder with good reason, then transfer restrictions will be released with respect to all of the shares then held by such Officer Stockholder. If an Officer Stockholder's active employment with the Company is terminated by him or her without good reason, then transfer restrictions will be released with respect to 50% of the shares received by such Officer Stockholder at or subsequent to such termination through the exercise of options, solely for the purpose of satisfying such Officer Stockholder's withholding tax liability relating to such exercise.

In addition, the Amendment Agreements terminate the piggyback registration rights of the Officer Stockholders relating to shares of the Company's capital stock held by them as set forth in the Management Stockholder's Agreement, as well as the tag-along rights of the Officer Stockholders to include their shares in a proposed sale by the Investors as set forth in the Sale Participation Agreement.

In connection with the execution of the Amendment Agreements, the Company also entered into similar amendments to the Agreements with other officers and employees of the Company.

**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 hereunto duly authorized.

Date: October 5, 2011

**NIELSEN HOLDINGS N.V.**

**THE NIELSEN COMPANY B.V.**

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