

Nielsen Holdings plc
 Form 3
 January 11, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol | |
| Â TAVOLIERI GIOVANNI | | (Month/Day/Year) | Nielsen Holdings plc [NLSN] | |
| (Last) | (First) | (Middle) | 01/01/2016 | |
| C/O NIELSEN HOLDINGS PLC,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 |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Global President Operations | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 10,272 ⁽¹⁾ | 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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

Edgar Filing: Nielsen Holdings plc - Form 3

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Options to purchase Common Stock | Â (2) | 07/26/2022 | Common Stock | 3,750 | \$ 27.98 | D | Â |
| Options to purchase Common Stock | Â (3) | 09/25/2023 | Common Stock | 5,000 | \$ 36.56 | D | Â |
| Options to purchase Common Stock | Â (4) | 10/29/2024 | Common Stock | 12,000 | \$ 41.92 | D | Â |
| Options to purchase Common Stock | Â (5) | 10/28/2025 | Common Stock | 15,394 | \$ 48.35 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAVOLIERI GIOVANNI C/O NIELSEN HOLDINGS PLC 85 BROAD STREET NEW YORK, NY 10004 | Â | Â | Â Global President Operations | Â |

Signatures

/s/ Harris Black, Authorized Signatory 01/11/2016

__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).

- Includes (a) 1,126 restricted shares of the Issuer, which vest on February 10, 2016; (b) 2,828 restricted stock units of the Issuer, which vest in two annual installments on February 12, 2016 and 2017; (c) 1,120 restricted stock units of the Issuer, which vest on July 26, 2016;
- (1) (d) 1,051 restricted stock units of the Issuer, which vest in two annual installments on September 25, 2016 and 2017; (e) 1,546 restricted stock units of the Issuer, which vest in three annual installments on October 29, 2016, 2017 and 2018; and (f) 2,601 restricted stock units of the Issuer, which vest in four annual installments on October 28, 2016, 2017, 2018 and 2019.
 - (2) Reflects a grant of options to purchase 15,000 shares, which vest in four equal annual installments on July 26, 2013, 2014, 2015 and 2016.
 - (3) Reflects a grant of options to purchase 10,000 shares, which vest in four equal annual installments on September 5, 2014, 2015, 2016 and 2017.
 - (4) Reflects a grant of options to purchase 12,000 shares, which vest in four equal annual installments on October 29, 2015, 2016, 2017 and 2018.
 - (5) Reflects a grant of options to purchase 15,394 shares, which vest in four equal annual installments on October 28, 2016, 2017, 2018 and 2019.

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.