

TAVOLIERI GIOVANNI

Form 4

October 30, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAVOLIERI GIOVANNI

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Nielsen Holdings plc [NLSN]

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

10/26/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Tech and Ops Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/26/2018		A		21,138 (1)	A	\$ 0 65,071.14 D
Common Stock	10/26/2018		A		52,846 (2)	A	\$ 0 117,917.14 D
Common Stock	10/26/2018		F		106 (3)	D	\$ 24.6 117,811.14 D
Common Stock	10/29/2018		F		63 (3)	D	\$ 24.86 117,748.14 D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 24.6	10/26/2018		A	371,429	<u>(4)</u> 10/26/2025	Common Stock	371,429	

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			Chief Tech and Ops Officer	

Signatures

/s/ Emily Epstein, Authorized Signatory
10/30/2018
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted stock units of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (October 26, 2018).
- (2) Represents restricted stock units of the Issuer, which ratably vest in annual installments over 3 years beginning one year after the grant date (October 26, 2018).
- (3) Reflects shares withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units previously granted to the Reporting Person.

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- (4) These options to purchase shares of common stock are subject to both performance and time vesting requirements. The performance vesting requirement will be satisfied upon the Issuer's common stock achieving a minimum closing trading price per share of at least 125% of the closing trading price on the date of grant for a period of at least 21 consecutive trading days before October 26, 2021. The time vesting requirement will be satisfied in three equal annual installments beginning on October 26, 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.