

Nielsen Holdings plc
Form 4
November 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
CALHOUN DAVID L

(Last) (First) (Middle)

C/O NIELSEN N.V., 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)
11/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/25/2015		M		202,908	A	\$ 16 1,362,549.12 D
Common Stock	11/25/2015		S		100,281	D	\$ 46.8 (1) 1,262,268.12 D
Common Stock	11/25/2015		S		102,627	D	\$ 46.8 (2) 1,159,641.12 D
Common Stock	11/25/2015		M		106,594	A	\$ 16 1,266,235.12 D
Common Stock	11/25/2015		S		106,594	D	\$ 46.8 (1) 1,159,641.12 D

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Common Stock	11/27/2015		M	37,609	A	\$ 16	1,197,250.12	D	
Common Stock	11/27/2015		S	18,904	D	\$ 46.87 (3)	1,178,346.12	D	
Common Stock	11/27/2015		S	18,705	D	\$ 46.88 (3)	1,159,641.12	D	
Common Stock	11/27/2015		M	18,817	A	\$ 16	1,178,458.12	D	
Common Stock	11/27/2015		S	18,817	D	\$ 46.87 (3)	1,159,641.12	D	
Common Stock							99,999	I	By Trusts (4)

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

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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)	\$ 16	11/25/2015		M	202,908	(5) 11/22/2016	Common Stock 202,908
Options to Purchase Common Stock (right to	\$ 16	11/25/2015		M	106,594	(6) 11/22/2016	Common Stock 106,594

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- Represents options to purchase shares of common stock of the Issuer, of which 93,750 vested on December 31, 2006, 356,250 vested on
- (5) December 31, 2007, 356,250 vested on December 31, 2009, 356,250 vested on December 31, 2012 and 356,200 vested on December 31, 2013.
 - (6) Represents options to purchase shares of common stock of the Issuer, 81% of which vested at the time of the Issuer's initial public offering and 19% which vested on December 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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