

Nielsen Holdings N.V.  
Form S-8  
September 30, 2013

As filed with the Securities and Exchange Commission on September 30, 2013.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Nielsen Holdings N.V.**

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

**The Netherlands**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**98-0662038**  
**(I.R.S. Employer**  
**Identification Number)**

	<b>Diemerhof 2</b>
<b>85 Broad Street</b>	<b>1112 XL Diemen</b>
<b>New York, New York 10004</b>	<b>The Netherlands</b>
<b>(646) 654-5000</b>	<b>+31 20 398 8777</b>

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Amended and Restated Arbitron Inc. 2008 Equity Compensation Plan**

(Full Title of the Plan)

**James W. Cuminale**

**Chief Legal Officer**

**Nielsen Holdings N.V.**

**85 Broad Street**

**New York, New York 10004**

**(646) 654-5000**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

**Joseph H. Kaufman**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

New York, New York 10017

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Common Stock, par value 0.07 per share	95,599	\$36.31	\$3,471,200	\$474.00

- (1) Covers 95,599 shares of common stock, par value 0.07 per share (the Common Stock), of Nielsen Holdings N.V. (the Company) to be issued under the Amended and Restated Arbitron Inc. 2008 Equity Compensation Plan (the Arbitron Plan) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued under the Arbitron Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Computed pursuant to Rule 457(h) and Rule 457(c) of the Securities Act of 1933, as amended, solely for the purpose of determining the amount of the registration fee, based upon the average of the high and low prices reported for the Company's Common Stock on the New York Stock Exchange on September 27, 2013 (U.S. \$36.31).

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Nielsen Holdings N.V., a Dutch public company with limited liability (naamloze vennootschap) (the Company), in connection with the acquisition of Arbitron Inc., a Delaware corporation (Arbitron), by the Company and TNC Sub I Corporation, a Delaware corporation and an indirect wholly-owned subsidiary of the Company (Merger Sub), pursuant to the Agreement and Plan of Merger, dated as of December 17, 2012, among the Company, Merger Sub and Arbitron (as amended, the Merger Agreement). Pursuant to the Merger Agreement, the Company will assume certain outstanding restricted stock units on Arbitron shares that were granted after the date of the Merger Agreement under the Arbitron Plan. These restricted stock units, once assumed at the Effective Time (as defined in the Merger Agreement), will continue to have, and be subject to, substantially the same terms and conditions set forth in the applicable original award agreement (including any vesting or forfeiture provisions or repurchase rights), except that such restricted stock units will cover, in the aggregate, a maximum of 95,599 shares of Common Stock of the Company.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8. The documents containing the information specified in Part I of the Form S-8 will be delivered to the participants in the Arbitron Plan covered by this Registration Statement on Form S-8 as required by Rule 428(b)(1).

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the Commission) by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference in this Registration Statement:

- (a) the Company's Annual Report on Form 10-K for the year ended December 31, 2012;
- (b) the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013;
- (c) the Company's Current Reports on Form 8-K filed on January 28, 2013, February 11, 2013 (Items 1.01 and 8.01 only), February 21, 2013, March 4, 2013, March 8, 2013, May 6, 2013, May 9, 2013, May 13, 2013, May 17, 2013, June 19, 2013, July 30, 2013 (Item 8.01 only), August 12, 2013, August 19, 2013, September 27, 2013 and September 30, 2013 (Item 2.01 only); and

- (d) the Company's registration statement on Form 8-A filed with the Commission on January 20, 2011 pursuant to Section 12(b) of the Securities Act relating to the Common Stock, including any amendments or supplements thereto.

All documents that the Company subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### **Item 6. Indemnification of Directors and Officers.**

Unless prohibited by law in a particular circumstance, the Company's articles of association require it to reimburse the officers and members of the board of directors and the former officers and members of the board of directors for damages and various costs and expenses related to claims brought against them in connection with the exercise of their duties. However, the Company will not be obligated to provide indemnification (i) if a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterized as willful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, (ii) for any action initiated by the indemnitee, other than actions brought to establish a right to indemnification or the advancement of expenses or actions authorized by the board of directors or (iii) for any expenses incurred by an indemnitee with respect to any action instituted by the indemnitee to interpret the indemnification provisions, unless the indemnitee is successful or the court finds that the indemnitee is entitled to indemnification. The Company may enter into indemnification agreements with the members of the board of directors and its officers to provide for further details on these matters. The Company expects to purchase directors' and officers' liability insurance for the members of the board of directors and certain other officers.

Insofar as indemnification of liabilities arising under the Securities Act may be permitted to members of the board of directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### **Item 8. Exhibits.**

For the list of exhibits, see the Exhibit Index to this Registration Statement, which is incorporated in this item by reference.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such

indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilton, State of Connecticut on September 30, 2013.

NIELSEN HOLDINGS N.V.

By: /s/ Brian J. West  
 Name: Brian J. West  
 Title: Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James W. Cuminale and Harris A. Black, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments or supplements to the Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David L. Calhoun		September 30, 2013
David L. Calhoun	Director and Chief Executive Officer (principal executive officer)	
/s/ Brian J. West		September 30, 2013
Brian J. West	Chief Financial Officer (principal financial officer)	
/s/ Jeffrey Charlton		September 30, 2013
Jeffrey Charlton	Corporate Controller (principal accounting officer)	
/s/ James A. Attwood, Jr.		September 30, 2013
James A. Attwood, Jr.	Director	

/s/ Richard J. Bressler	Director	September 30, 2013
Richard J. Bressler		
/s/ Patrick Healy	Director	September 30, 2013
Patrick Healy		
/s/ Karen M. Hoguet	Director	September 30, 2013
Karen M. Hoguet		
/s/ James M. Kilts	Director	September 30, 2013
James M. Kilts		
/s/ Alexander Navab	Director	September 30, 2013
Alexander Navab		
/s/ Robert C. Pozen	Director	September 30, 2013
Robert C. Pozen		
/s/ Robert D. Reid	Director	September 30, 2013
Robert D. Reid		
/s/ Vivek Y. Ranadivé	Director	September 30, 2013
Vivek Y. Ranadivé		
/s/ Javier G. Teruel	Director	September 30, 2013
Javier G. Teruel		
/s/ Harris Black	Registrant's Authorized Representative in the United States	September 30, 2013
Harris Black		

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Form 8-K of the Registrant filed on February 1, 2011 (File No. 001-35042))
4.2	Amended and Restated Arbitron Inc. 2008 Equity Compensation Plan
5.1	Opinion of Clifford Chance LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Clifford Chance LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to this Registration Statement)