Edgar Filing: Nielsen Holdings plc - Form 4

Nielsen Holdings plc								
Form 4								
February 03, 2016 FORM 4	OMB APPROVAL							
		SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549			OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or	ENT OF CHAN	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				January 31, 2005 verage 's per 0.5		
Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section0.5See Instruction30(h) of the Investment Company Act of 19401940								
(Print or Type Responses)								
1. Name and Address of Reporting Per CALHOUN DAVID L	uer Name and Ticker or Trading 5. Relationship I Issuer en Holdings plc [NLSN]			of Reporting Person(s) to				
(Last) (First) (Mid		3. Date of Earliest Transaction (Che				k all applicable)		
(Last)(First)(Middle)3. Date of Earliest Transact (Month/Day/Year)C/O NIELSEN N.V., 85 BROAD02/01/2016STREET02/01/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)		endment, Date Origina nth/Day/Year)	ıl	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NEW YORK, NY 10004 Form filed by More than One Reporting Person								
(City) (State) (Zi	^{ip)} Tabl	le I - Non-Derivative	Securities Acq	uired, Disposed of,	or Beneficiall	y Owned		
(Instr. 3) at	2A. Deemed Execution Date, if my Month/Day/Year)	3. 4. Securi Transaction(A) or D Code (Instr. 3, (Instr. 8)	4 and 5) (A) or	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)		
Common 02/01/2016 Stock		A $\frac{931.76}{(1)}$	A \$ 48.03	760,643.26	D			
Common Stock				100,000	I	By Trusts		

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CALHOUN DAVID L C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004	Х						
Signatures							
/s/ Harris Black, Authorized Signatory	02/03/2016						
<u>**</u> Signature of Reporting Person		Date					
Explanation of Pasnancas							

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).
- Represents deferred stock units issued to the Reporting Person at the closing trading price as of February 1, 2016. The deferred stock (1) units each represent one share of Nielsen common stock and vest in four substantially equal installments on each of May 1, 2016, August 1, 2016, November 1, 2016 and February 1, 2017.

The securities are held by various trusts for the benefit of the reporting person and his family members as to which the reporting person or

(2) his wife is the trustee. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest therein.

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.