

Nielsen N.V.
Form 8-K
October 23, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2014

Nielsen N.V.

The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

001-35042 98-0662038

The Netherlands 333-142546-2998-0366864
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

85 Broad Street Diemerhof 2

New York, New York 10004 1112 XL Diemen

(646) 654-5000 The Netherlands

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+31 20 398 8777

(Address of principal executive offices)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On October 23, 2014, Nielsen N.V. (“Nielsen”) issued a press release announcing its financial results for the third quarter ended September 30, 2014.

A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 8.01 Other Events

On October 23, 2014, the Company announced that its Board of Directors had approved a new share repurchase program for up to \$1 billion of Nielsen’s outstanding common stock. Repurchases will be made in accordance with applicable securities laws from time to time in the open market or otherwise depending on Nielsen management’s evaluation of market conditions and other factors. The program will be executed within the limitations of the existing authority granted at Nielsen’s 2014 Annual General Meeting of Shareholders.

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

Exhibit

No.	Description
Exhibit 99.1	Press Release, dated October 23, 2014, issued by Nielsen N.V. pertaining to the financial results for the third quarter ended September 30, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 23, 2014

NIELSEN N.V.

THE NIELSEN COMPANY
B.V.

By: /s/ James W. Cuminale
Name: James W. Cuminale
Title: Chief Legal Officer