

Nielsen N.V.  
Form SC 13G/A  
February 13, 2015

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

SCHEDULE 13G  
(Amendment No. 3)

Under the Securities Exchange Act of 1934

NIELSEN HOLDINGS N. V.  
(Name of Issuer)

COMMON STOCK, PAR VALUE €0.07 PER SHARE  
(Title of Class of Securities)

N63218106  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee (Alternative) Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-

6 SHARED VOTING POWER

54,085,666\*

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

\*Represents the aggregate number of shares of common stock, par value €0.07 per share ("Common Stock"), of Nielsen Holdings N.V. (the "Issuer") held by Valcon Acquisition Holding (Luxembourg) S.à.r.l. ("Luxco").

\*\*The calculation of the foregoing percentage is based on 381,074,001 shares of Common Stock outstanding as of September 30, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 23, 2014.

CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee (Alternative) Parallel Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19% \*\*

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee (Alternative) Cayman Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON\*

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee (Alternative) Fund VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee (Alternative) Parallel Fund VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

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EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

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54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

See item 4 and item 8

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14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

THL Coinvestment Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF -0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 54,085,666\*

7 SOLE DISPOSITIVE POWER

REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

THL Equity Fund VI Investors (VNU), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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Exchange Commission on October 23, 2014.

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

THL Equity Fund VI Investors (VNU) II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

THL Equity Fund VI Investors (VNU) III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

-0-

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

54,085,666\*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

PN

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Exchange Commission on October 23, 2014.

Page 11 of 41

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

THL Equity Fund VI Investors (VNU) IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

-0-

BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

EACH

54,085,666\*

REPORTING  
PERSON

7 SOLE DISPOSITIVE POWER

WITH

-0-

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON

OO

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CUSIP NO. N63218106

13G

1 NAME OF REPORTING PERSON

Thomas H. Lee Investors Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF  
SHARES -0-

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

54,085,666\*

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

54,085,666\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

See item 4 and item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

12 TYPE OF REPORTING PERSON\*

PN

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CUSIP NO. N63218106

13G

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Putnam Investment Holdings, LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) "

(b) x

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5 SOLE VOTING POWER

NUMBER OF  
SHARES -0-

- BENEFICIALLY OWNED BY 6 SHARED VOTING POWER

EACH 54,085,666\*

- REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH -0-

- 8 SHARED DISPOSITIVE POWER

54,085,666\*

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

See item 4 and item 8

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.19%\*\*

- 12 TYPE OF REPORTING PERSON

OO

\*

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CUSIP NO. N63218106

13G

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Putnam Investments Employees' Securities Company I LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) ☐  
(b) ☒
- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-
6 SHARED VOTING POWER	54,085,666*
7 SOLE DISPOSITIVE POWER	-0-

- 8 SHARED DISPOSITIVE POWER

54,085,666\*

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,085,666\*

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

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- 12 TYPE OF REPORTING PERSON

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CUSIP NO. N63218106

13G

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Putnam Investments Employees' Securities Company II LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) ☐  
(b) ☒
- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-

- 6 SHARED VOTING POWER

54,085,666\*

- 7 SOLE DISPOSITIVE POWER

-0-

- 8 SHARED DISPOSITIVE POWER

54,085,666\*

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

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- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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- 12 TYPE OF REPORTING PERSON

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CUSIP NO. N63218106

13G

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Putnam Investments Employees' Securities Company III LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) ☐  
(b) ☒
- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-
6 SHARED VOTING POWER	54,085,666*
7 SOLE DISPOSITIVE POWER	-0-

- 8 SHARED DISPOSITIVE POWER

54,085,666\*

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

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- 12 TYPE OF REPORTING PERSON

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CUSIP NO. N63218106

13G

Item 1 (a). Name of Issuer:

Nielsen Holdings N.V.

Item 1 (b). Address of Issuer's Principal Executive Offices:

770 Broadway  
New York, NY 10003

Item 2 (a). Name of Person Filing:

- (1) Thomas H. Lee (Alternative) Fund V, L.P.
- (2) Thomas H. Lee (Alternative) Parallel Fund V, L.P.
- (3) Thomas H. Lee (Alternative) Cayman Fund V, L.P.
- (4) Thomas H. Lee (Alternative) Fund VI, L.P.
- (5) Thomas H. Lee (Alternative) Parallel Fund VI, L.P.
- (6) Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P.
- (7) THL Equity Fund VI Investors (VNU), L.P.
- (8) THL Equity Fund VI Investors (VNU) II, L.P.
- (9) THL Equity Fund VI Investors (VNU) III, L.P.
- (10) THL Equity Fund VI Investors (VNU) IV, LLC
- (11) THL Coinvestment Partners, L.P.
- (12) Thomas H. Lee Investors Limited Partnership
- (13) Putnam Investment Holdings, LLC
- (14) Putnam Investments Employees' Securities Company I LLC
- (15) Putnam Investments Employees' Securities Company II LLC
- (16) Putnam Investments Employees' Securities Company III LLC

Entities (1) through (12) above are referred to as the "THL Entities" and entities (13) through (16) are referred to as the "Putnam Entities". The THL Entities and the Putnam Entities are sometimes referred to collectively as the "Reporting Persons." The THL Entities and the Putnam Entities have entered into a Joint Filing Agreement, dated February 14, 2012, and pursuant to which the THL Entities and the Putnam Entities have agreed to file this statement jointly in accordance with the provisions of rule 13d-1(k) under the Securities Exchange Act of 1934.

Item 2 (b). Address of Principal Business Office or, if none, Residence:

For entities (1) through (9):  
Intertrust Corporate Services (Cayman) Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9005  
Cayman Islands

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For entities (10) through (12):  
c/o Thomas H. Lee Partners, L.P.  
100 Federal Street, 35th Floor  
Boston, MA 02110

For the Putnam Entities:  
c/o Putnam Investments, LLC  
One Post Office Square  
Boston, MA 02109

Item 2 (c). Citizenship:

See item 4 of each cover page

Item 2 (d). Title of Class of Securities:

Common Stock, par value €0.07 per share

Item 2 (e). CUSIP Number:

N63218106

Item 3. Not Applicable

Item 4 Ownership

Item 4(a) Amount Beneficially Owned

Valcon Acquisition Holding (Luxembourg) S.à.r.l (“Luxco”) is a private limited company incorporated under the laws of Luxembourg, the equity interests of which are held by a private investor group. Luxco holds 54,085,666 shares of Common Stock, or 14.19% of the outstanding shares of Common Stock based on 381,074,001 shares of Common Stock outstanding as of September 30, 2014, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 23, 2014.

Thomas H. Lee (Alternative) Fund V, L.P. beneficially owns 15,225 Ordinary Shares and 435,991 Yield Free Convertible Preferred Equity Certificates (“YFCPECs”) of Luxco, or 3.76% of Luxco’s outstanding capital. Thomas H. Lee (Alternative) Parallel Fund V, L.P. beneficially owns 3,950 Ordinary Shares and 113,122 YFCPECs of Luxco, or 0.98% of Luxco’s outstanding capital. Thomas H. Lee (Alternative) Cayman Fund V, L.P. beneficially owns 210 Ordinary Shares and 6,007 YFCPECs of Luxco, or 0.05% of Luxco’s outstanding capital.

THL Advisors (Alternative) V, L.P. is the general partner of each of Thomas H. Lee (Alternative) Fund V, L.P., Thomas H. Lee (Alternative) Parallel Fund V, L.P. and Thomas H. Lee (Alternative) Cayman Fund V, L.P. V, and may, therefore, be deemed to have shared voting and investment power over the Ordinary Shares and YFCPECs held by each of these entities.



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Thomas H. Lee (Alternative) Fund VI, L.P. beneficially owns 24,920 Ordinary Shares and 713,698 YFCPECs of Luxco, or 6.15% of Luxco's outstanding capital. Thomas H. Lee (Alternative) Parallel Fund VI, L.P. beneficially owns 16,870 Ordinary Shares and 483,283 YFCPECs of Luxco, or 4.17% of Luxco's outstanding capital. Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. beneficially owns 2,950 Ordinary Shares and 84,416 YFCPECs of Luxco, or 0.73% of Luxco's outstanding capital. THL Equity Fund VI Investors (VNU), L.P. beneficially owns 17,275 Ordinary Shares and 494,705 YFCPECs of Luxco, or 4.26% of Luxco's outstanding capital. THL Equity Fund VI Investors (VNU) II, L.P. beneficially owns 180 Ordinary Shares and 5,168 YFCPECs of Luxco, or 0.04% of Luxco's outstanding capital. THL Equity Fund VI Investors (VNU) III, L.P. beneficially owns 265 Ordinary Shares and 7,599 YFCPECs of Luxco, or 0.07% of Luxco's outstanding capital. THL Equity Fund VI Investors (VNU) IV, LLC beneficially owns 930 Ordinary Shares and 26,662 YFCPECs of Luxco, or 0.23% of Luxco's outstanding capital.

THL Advisors (Alternative) VI, L.P. is the general partner of Thomas H. Lee (Alternative) Fund VI, L.P., Thomas H. Lee (Alternative) Parallel Fund VI, L.P., Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P., THL Equity Fund VI Investors (VNU), L.P., THL Equity Fund VI Investors (VNU) II, L.P. and THL Equity Fund VI Investors (VNU) III, L.P., and is the managing member of THL Equity Fund VI Investors (VNU) IV, LLC, and may, therefore, be deemed to have shared voting and investment power over the Ordinary Shares and YFCPECs of Luxco held by each of these entities.

THL Coinvestment Partners, L.P. beneficially owns 45 Ordinary Shares and 1,308 YFCPECs of Luxco, or 0.01% of Luxco's outstanding capital. Thomas H. Lee Investors Limited Partnership beneficially owns 295 Ordinary Shares and 8,449 YFCPECs of Luxco, or 0.07% of Luxco's outstanding capital.

Putnam Investment Holdings, LLC beneficially owns 250 Ordinary Shares and 7,094 YFCPECs of Luxco, or 0.06% of Luxco's outstanding capital. Putnam Investments Employees' Securities Company I LLC beneficially owns 105 Ordinary Shares and 2,963 YFCPECs of Luxco, or 0.03% of Luxco's outstanding capital. Putnam Investments Employees' Securities Company II LLC beneficially owns 90 Ordinary Shares and 2,649 YFCPECs of Luxco, or 0.02% of Luxco's outstanding capital. Putnam Investments Employees' Securities Company III LLC beneficially owns 125 Ordinary Shares and 3,643 YFCPECs of Luxco, or 0.03% of Luxco's outstanding capital. Putnam Investment Holdings, LLC is the Managing Member of each of Putnam Investments Employees' Securities Company I LLC, Putnam Investments Employees' Securities Company II LLC and Putnam Investments Employees' Securities Company III LLC and may, therefore, be deemed to have shared voting and investment power over the Ordinary Shares and YFCPECs of Luxco held by each of these entities.

Each of the Putnam Entities is contractually obligated to coinvest alongside either Thomas H. Lee (Alternative) Fund VI, L.P. or Thomas H. Lee (Alternative) Fund V, L.P. Therefore, THL Advisors (Alternative) VI, L.P. and THL Advisors (Alternative) V, L.P. may be deemed to have shared voting and investment power over the Ordinary Shares and YFCPECs held by these entities.

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Based on the ownership of outstanding capital of Luxco specified above, the following shares of Common Stock held by Luxco would be attributable to each of the following Reporting Persons.

## Reporting Person

Thomas H. Lee (Alternative) Fund V, L.P.	981,098	0.26%
Thomas H. Lee (Alternative) Parallel Fund V, L.P.	254,556	**
Thomas H. Lee (Alternative) Cayman Fund V, L.P.	13,518	**
Thomas H. Lee (Alternative) Fund VI, L.P.	1,606,020	0.42%
Thomas H. Lee (Alternative) Parallel Fund VI, L.P.	1,087,512	0.29%
Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P.	189,968	**
THL Equity Fund VI Investors (VNU), L.P.	1,113,229	0.29%
THL Equity Fund VI Investors (VNU) II, L.P.	11,630	**
THL Equity Fund VI Investors (VNU) III, L.P.	17,097	**
THL Equity Fund VI Investors (VNU) IV, LLC	59,995	**
THL Coinvestment Partners, L.P.	2,947	**
Thomas H. Lee Investors Limited Partnership	19,015	**
Putnam Investment Holdings, LLC	15,964	**
Putnam Investments Employees' Securities Company I LLC	6,668	**
Putnam Investments Employees' Securities Company II LLC	5,953	**
Putnam Investments Employees' Securities Company III LLC	8,196	**

(\*) The calculation of the foregoing percentage is based on 381,074,001 shares of Common Stock outstanding as of September 30, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 23, 2014.

(\*\*) Less than 0.1%

Subsequent to December 31, 2014 and prior to the date hereof the Reporting Persons have disposed of all shares of Common Stock reported herein and no longer hold an interest in Luxco.

Item 4(b) Percent of Class

See Item 9 of each cover page. Also, see item 4(a) hereof

Item 4(c) Number of Shares as to which Such Person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page





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Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the person named in Item 4 above or Item 8 below and the partners, members, affiliates and shareholders of the Reporting Persons and of the other persons named in Item 4 above or Item 8 below has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of, shares of Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

As stated in Item 4 above, Luxco holds 54,085,666 shares of Common Stock, or 14.19% of the outstanding shares of Common Stock based on 381,074,001 shares of Common Stock outstanding as of September 30, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on October 23, 2014. Each of the AlpInvest Funds, Blackstone Funds, Carlyle Funds, Centerview Funds, Hellman & Friedman Funds, KKR Funds and Thomas H. Lee Partners Funds listed below (collectively, the "Investor Funds"), together with Luxco, is a party to an amended and restated shareholders agreement dated as of January 31, 2011 (the "Luxco Shareholders Agreement"). In addition, the Investor Funds are each a party to a letter agreement with the Issuer dated August 14, 2013 (the "Letter Agreement" and, together with the Luxco Shareholders Agreement, the "Agreements"). Given the terms of the Agreements, Luxco, each of the Investor Funds and certain of their respective affiliates may be deemed to be a member of a group exercising voting and investment control over the shares of Common Stock held by Luxco. However, each of the Reporting Persons disclaims membership in any such group and disclaims beneficial ownership of any shares of Common Stock. As of the date of this filing, the Reporting Persons no longer may be deemed to share voting and investment control over the shares of Common Stock held by Luxco under the Luxco Shareholders Agreement and no longer hold any interest in Luxco.

Investor Funds

AlpInvest Funds

AlpInvest Partners CS Investments 2006 C.V.

AlpInvest Partners Later Stage Co-Investments Custodian II-A, BV

Blackstone Funds

Blackstone Capital Partners (Cayman) V, L.P.

Blackstone Family Investment Partnership (Cayman) V, L.P.

Blackstone Participation Partnership (Cayman) V, L.P.

Blackstone Capital Partners (Cayman) V-A, L.P.

Blackstone Family Investment Partnership (Cayman) V-SMD, L.P.



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BCP (Cayman) V-S, L.P.  
BCP V Co-Investors (Cayman), L.P.

Carlyle Funds  
Carlyle Partners IV Cayman, L.P.  
CP IV Coinvestment Cayman, L.P.  
CEP II Participations S.á.r.l. SICAR

Centerview Funds  
Centerview Capital, L.P.  
Centerview Employees, L.P.  
Centerview VNU LLC

Hellman & Friedman  
Hellman & Friedman Capital Partners V (Cayman), L.P.  
Hellman & Friedman Capital Partners V (Cayman Parallel), L.P.  
Hellman & Friedman Capital Associates V (Cayman), L.P.

KKR Funds  
KKR VNU (Millennium) L.P.  
KKR Millennium Fund (Overseas), Limited Partnership  
KKR VNU Equity Investors, L.P.

Thomas H. Lee Partners Funds  
Thomas H. Lee (Alternative) Fund V, L.P.  
Thomas H. Lee (Alternative) Parallel Fund V, L.P.  
Thomas H. Lee (Alternative) Cayman Fund V, L.P.  
Thomas H. Lee (Alternative) Fund VI, L.P.  
Thomas H. Lee (Alternative) Parallel Fund VI, L.P.  
Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P.  
THL Equity Fund VI Investors (VNU), L.P.  
THL Equity Fund VI Investors (VNU) II, L.P.  
THL Equity Fund VI Investors (VNU) III, L.P.  
THL Equity Fund VI Investors (VNU) IV, LLC  
THL Coinvestment Partners, L.P.  
Thomas H. Lee Investors Limited Partnership  
Putnam Investment Holdings, LLC  
Putnam Investments Employees' Securities Company I LLC  
Putnam Investments Employees' Securities Company II LLC  
Putnam Investments Employees' Securities Company III LLC

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE (ALTERNATIVE) FUND V, L.P.

By: THL Advisors (Alternative) V, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) V  
Limited, LDC, its General Partner

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE (ALTERNATIVE)  
PARALLEL FUND V, L.P.

By: THL Advisors (Alternative) V, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) V  
Limited, LDC, its General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE (ALTERNATIVE) CAYMAN  
FUND V, L.P.

By: THL Advisors (Alternative) V, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) V  
Limited, LDC, its General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE (ALTERNATIVE) FUND VI, L.P.

By: THL Advisors (Alternative) VI, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) VI Ltd, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director



CUSIP NO. N63218106

13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE (ALTERNATIVE)  
PARALLEL FUND VI, L.P.

By: THL Advisors (Alternative) VI, L.P.,  
its General Partner  
By: Thomas H. Lee Advisors (Alternative) VI, Ltd,  
its General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE (ALTERNATIVE)  
PARALLEL (DT) FUND VI, L.P.

By: THL Advisors (Alternative) VI, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) VI, Ltd, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL EQUITY FUND VI INVESTORS (VNU), L.P.

By: THL Advisors (Alternative) VI, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) VI, Ltd, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL EQUITY FUND VI INVESTORS (VNU) II, L.P.

By: THL Advisors (Alternative) VI, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) VI, Ltd, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL EQUITY FUND VI INVESTORS (VNU) III, L.P.

By: THL Advisors (Alternative) VI, L.P.,  
its General Partner

By: Thomas H. Lee Advisors (Alternative) VI, Ltd, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL EQUITY FUND VI INVESTORS (VNU) IV, LLC

By: THL Advisors (Alternative) VI, L.P.,  
its Manager

By: Thomas H. Lee Advisors (Alternative) VI, Ltd, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

CUSIP NO. N63218106

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL ADVISORS (ALTERNATIVE) V, L.P.

By: Thomas H. Lee Advisors (Alternative) V, Ltd, LDC, its  
General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Assistant Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL ADVISORS (ALTERNATIVE) VI, L.P.

By: Thomas H. Lee Advisors (Alternative) VI, Ltd,  
its General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Assistant Treasurer



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THL COINVESTMENT PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P.  
its General Partner  
By: Thomas H. Lee Advisors, LLC  
its General Partner  
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

THOMAS H. LEE INVESTORS  
LIMITED PARTNERSHIP

By: THL Investment Management Corp.  
its General Partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

PUTNAM INVESTMENT HOLDINGS, LLC

By: Putnam Investment, LLC, its Managing Member  
By: Thomas H. Lee Advisors, LLC, its attorney in fact  
By: THL Holdco, LLC its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

PUTNAM INVESTMENTS EMPLOYEES'  
SECURITIES COMPANY I LLC,

By: Putnam Investment Holdings, LLC,  
its Managing Member  
By: Putnam Investment, LLC, its Managing Member  
By: Thomas H. Lee Advisors, LLC, its attorney in fact  
By: THL Holdco, LLC its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

PUTNAM INVESTMENTS EMPLOYEES'  
SECURITIES COMPANY II LLC,

By: Putnam Investment Holdings, LLC,  
its Managing Member  
By: Putnam Investment, LLC, its Managing Member  
By: Thomas H. Lee Advisors, LLC, its attorney in fact  
By: THL Holdco, LLC its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2015

PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY  
III LLC,

By: Putnam Investment Holdings, LLC,  
its Managing Member

By: Putnam Investment, LLC, its Managing Member

By: Thomas H. Lee Advisors, LLC, its attorney in fact

By: THL Holdco, LLC its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director