Edgar Filing: Nielsen Holdings plc - Form 4

Nielsen Holdi	ngs plc									
Form 4	015									
October 30, 20										
FORM	4 UNITED S					NGE	COMMISSION		9PROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	r STATEM Filed purs Section 17(a	Washington, D.C. 20549 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						Expires: Estimated a burden hou response	Expires:January 31, 2005Estimated averageburden hours per response0.5	
(Print or Type Re	esponses)									
LEWIS JOHN JASPER Symbo			2. Issuer Name and Ticker or Trading ymbol Iielsen Holdings plc [NLSN]				5. Relationship of Reporting Person(s) to Issuer			
			B. Date of Earliest Transaction				(Check all applicable)			
(Last) C/O NIELSE STREET	(Filst) (M	(Mo	nth/Day/Year) 28/2015	ansaction			Director X Officer (giv below) Gl		6 Owner er (specify	
			Amendment, Date Original d(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YORK	, NY 10004						Form filed by I Person	More than One Ro	eporting	
(City)	(State) (A	Zip)	Table I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	Code	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D 4 and (A)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/28/2015		Code V A	Amount 9,824	or (D) A	Price \$ 0	(Instr. 3 and 4) 151,258.12	D		

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)

Reporting Owners

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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. Number of orDerivative 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 or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 48.35	10/28/2015		A	58,498	<u>(2)</u>	10/28/2022	Common Stock	58,498

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LEWIS JOHN JASPER C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004			Global President				
Signatures							
/s/ Harris Black, Authorized Signatory		10/30/2015					
**Signature of Reporting Person		Date					

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).
- (1) Represents restricted stock units of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (October 28, 2015).
- (2) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 4 years beginning one year after the grant date (October 28, 2015).

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.