Nielsen Holdings plc Form 4 May 04, 2016

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

(Middle)

1(b).

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* **KASH ARVIN** 

2. Issuer Name and Ticker or Trading Symbol

Nielsen Holdings plc [NLSN]

3. Date of Earliest Transaction (Month/Day/Year)

C/O NIELSEN HOLDINGS PLC, 85 05/02/2016 **BROAD STREET** 

(First)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Director

X\_ Officer (give title

Issuer

below)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice Chairman

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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NEW YORK, NY 10004

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/02/2016		M	8,609	A	\$ 16	59,265.29	D	
Common Stock	05/02/2016		S	8,203	D	\$ 52.459 (1)	51,062.29	D	
Common Stock	05/02/2016		S	406	D	\$ 52.473	50,656.29	D	
Common Stock	05/02/2016		M	10,937	A	\$ 32	61,593.29	D	
Common Stock	05/02/2016		S	10,937	D	\$ 52.49 (2)	50,656.29	D	

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Common Stock	05/02/2016	M	9,000	A	\$ 36.56	59,656.29	D	
Common Stock	05/02/2016	S	9,000	D	\$ 52.458 (3)	50,656.29	D	
Common Stock	05/02/2016	M	51,352	A	\$ 30.19	102,008.29	D	
Common Stock	05/02/2016	S	51,352	D	\$ 52.419 (4)	50,656.29	D	
Common Stock	05/02/2016	G '	V 953 (5)	D	\$ 52.51	49,703.29	D	
Common Stock						37,104	I	By Trust

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. Transacti 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									
Purchase Common Stock (right to buy)	\$ 16	05/02/2016		M	8,609	<u>(7)</u>	05/26/2019	Common Stock	8,609
Options to Purchase Common Stock	\$ 32	05/02/2016		M	10,937	<u>(7)</u>	05/26/2019	Common Stock	10,937

(9-02)

(right to buy)								
Options to Purchase Common Stock (right to buy)	\$ 36.56	05/02/2016	M	9,000	(8)	09/25/2020	Common Stock	9,000
Options to Purchase Common Stock (right to buy)	\$ 30.19	05/02/2016	M	51,352	<u>(7)</u>	05/11/2018	Common Stock	51,352

#### **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			

KASH ARVIN C/O NIELSEN HOLDINGS PLC 85 BROAD STREET NEW YORK, NY 10004

Vice Chairman

#### **Signatures**

/s/Harris Black, Authorized Signatory

05/04/2016

\*\*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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.43 to \$52.48, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.425 to \$52.541, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.425 to \$52.54, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.32 to \$52.435, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (5) Represents a charitable donation from the Reporting Person.
  - These securities are held by a trust for the benefit of the Reporting Person's daughter over which the Reporting Person may have
- (6) investment discretion. The Reporting Person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest therein.
- (7) These options to purchase shares of common stock are currently vested and exercisable.
- (8) Represents options to purchase shares of common stock of the Issuer, of which 9,000 are vested. The remaining 9,000 options will vest in equal annual installments on September 25, 2016 and September 25, 2017.

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.