# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

# NIELSEN HOLDINGS N.V.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> N63218106 (CUSIP Number)

**December 31, 2013** (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)

 $\Box$  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).

1	NAMES	OF	REPORTING PERSONS
	The Carly	/le	Group L.P.
2	CHECK		E APPROPRIATE BOX IF A MEMBER OF A GROUP )) ⊠
3	SEC USE	2 0	NLY
4	CITIZEN	0	R PLACE OF ORGANIZATION
	Delaware		
		5	SOLE VOTING POWER
NILIN/	IBER OF		0
SH	IARES		SHARED VOTING POWER
	FICIALLY NED BY		24,687,050.63
E	ACH	7	SOLE DISPOSITIVE POWER
	ORTING CRSON		0
V	VITH	8	SHARED DISPOSITIVE POWER
			24,687,050.63
9	AGGREO	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	24,687,05	50.E	33
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Appl	ical	ble
11			DF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.5%		
12		R	EPORTING PERSON
	PN		

1	NAMES	OF	REPORTING PERSONS
	Carlyle G	rou	ıp Management L.L.C.
2	CHECK		E APPROPRIATE BOX IF A MEMBER OF A GROUP b) ⊠
	(a) 🗆	(I	
3	SEC USE	E 0	NLY
4	CITIZEN	[ 0]	R PLACE OF ORGANIZATION
	Delaware	•	
		5	SOLE VOTING POWER
NUM	IBER OF		0
SH	IARES	6	SHARED VOTING POWER
	FICIALLY NED BY		24,687,050.63
	ACH ORTING	7	SOLE DISPOSITIVE POWER
PE	RSON		0
V	VITH	8	SHARED DISPOSITIVE POWER
			24,687,050.63
9	AGGREO	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	24,687,05	50.6	53
10	CHECK	IF 1	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Appl	ical	ble
11	PERCEN	T (	OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.5%		
12	TYPE OF	R	EPORTING PERSON
	OO (Limited Liability Company)		

1       NAMES OF REPORTING PERSONS         Carlyle Holdings II GP L.L.C.         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <ul> <li>(a) □</li> <li>(b) ☑</li> </ul> 3       SEC USE ONLY         4       CITIZEN OR PLACE OF ORGANIZATION <ul> <li>Delaware</li> <li>5</li> </ul> NUMBER OF <ul> <li>6</li> <li>SALE VOTING POWER</li> <li>24,687,050.63</li> <li>24,687,050.63</li> </ul> 9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <ul> <li>24,687,050.63</li> <li>24,687,050.63</li> <li>24,687,050.63</li> </ul> 9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <ul> <li>24,687,050.63</li> <li>10</li> <li>CHECK IT HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES             <ul> <li>Not Applicable</li> <li>Not Applicable</li> <li>11</li> <li>PERSON</li> <li>6.5%</li> <li>12</li> <li>TYPE OF REPORTING PERSON</li> <li>O(Limited Liability Company)</li> </ul></li></ul>		
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         (a)       (b) Ø         3       SEC USE ONLY         4       CITIZEN OR PLACE OF ORGANIZATION         Delaware       5         5       SOLE VOTING POWER         9       AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%       12         12       TYPE OF REPORTING PERSON	1	NAMES OF REPORTING PERSONS
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         (a)       (b) Ø         3       SEC USE ONLY         4       CITIZEN OR PLACE OF ORGANIZATION         Delaware       5         SOLE VOTING POWER         SHARES       0         SHARES       0         BENEFICIALLY         OWNED BY         EACH       7         SOLE DISPOSITIVE POWER         0       0         WITH       8         8       SHARED DISPOSITIVE POWER         24,687,050.63       24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63       24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable       11         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%       12         12       TYPE OF REPORTING PERSON		
(a) □       (b) ⊠         3       SEC USE ONLY         4       CITIZEN OR PLACE OF ORGANIZATION         Delaware       0         8       SOLE VOTING POWER         9       0         24,687,050,63         9       AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERSON         12       TYPE ORTING PERSON		
3       SEC USE ONLY         4       CITIZEN OR PLACE OF ORGANIZATION         Delaware       0         8       SOLE VOTING POWER         0       0         SHARES       0         BENEFICIALLY       0         OWNED BY       24,687,050.63         EACH       7         SOLE DISPOSITIVE POWER         EACH       7         SOLE DISPOSITIVE POWER         24,687,050.63         0       0         WITH       8         8       SHARED DISPOSITIVE POWER         24,687,050.63       0         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63       -         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable       -         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%       -         12       TYPE OF REPORTING PERSON	2	
4       CITIZEN RELACE OF ORGANIZATION         Delaware       -         NUMBER OF       0         SHARES       0         BENEFICIALLY       -         OWNED BY       -         EACH       -         REPORTING       -         PERSON       -         0       -         SHARED DISPOSITIVE POWER       -         -		(a) $\Box$ (b) $\boxtimes$
4       CITIZEN RELACE OF ORGANIZATION         Delaware       0         NUMBER OF       0         SHARES       0         BENEFICIALLY       24.687.050.63         VNNED BY       24.687.050.63         EACH       0         REPORTING       7         SOLE DISPOSITIVE POWER       0         24.687.050.63       24.687.050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24.687.050.63       24.687.050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24.687.050.63       24.687.050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable       2         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%       -         12       TYPE OF REPORTING PERSON		
Delaware       point       NUMBER OF SHARES BENEFICIALLY OWNED ACH REPORTING PERSON     5       SHARED VOTING POWER       24,687,050.63       24,687,050.63       0       0       0       0       24,687,050.63       0       0       24,687,050.63       0       0       24,687,050.63 <td>3</td> <td>SEC USE ONLY</td>	3	SEC USE ONLY
Delaware       point       NUMBER OF SHARES BENEFICIALLY OWNED ACH REPORTING PERSON     5       SHARED VOTING POWER       24,687,050.63       24,687,050.63       0       0       0       0       24,687,050.63       0       0       24,687,050.63       0       0       24,687,050.63 <td></td> <td></td>		
NUMBER OF       5       SOLE VOTING POWER         0       6       SHARES       6         BENEFICIALLY       24,687,050.63       24,687,050.63         VWNED BY       24,687,050.63       0         PERSON       0       0         WITH       8       SHARED DISPOSITIVE POWER         24,687,050.63       0       24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63       24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable       11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON	4	CITIZEN OR PLACE OF ORGANIZATION
NUMBER OF SHARES     5     SOLE VOTING POWER       6     SHARED VOTING POWER       BENEFICIALLY OWNED BY     24,687,050.63       EACH REPORTING PERSON WITH     7     SOLE DISPOSITIVE POWER       8     SHARED DISPOSITIVE POWER       24,687,050.63     0       9     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       24,687,050.63       10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES       Not Applicable       11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9       6.5%       12     TYPE OF REPORTING PERSON		
NUMBER OF SHARES     0       6     SHARED VOTING POWER       BENEFICIALLY     24,687,050.63       0     24,687,050.63       PERSON     0       PERSON     0       24,687,050.63     0       24,687,050.63     0       24,687,050.63     24,687,050.63       9     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       24,687,050.63     24,687,050.63       10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES       11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9       12     TYPE OF REPORTING PERSON		Delaware
NOMBER OF       6       SHARED       6         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       24,687,050.63       24,687,050.63         VWNED BY       24,687,050.63       0         PERSON       0       24,687,050.63         WITH       8       SHARED DISPOSITIVE POWER         24,687,050.63       24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63       24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable       Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%       12         12       TYPE OF REPORTING PERSON		5 SOLE VOTING POWER
NOMBER OF       6       SHARED       6         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       24,687,050.63       24,687,050.63         VWNED BY       24,687,050.63       0         PERSON       0       24,687,050.63         WITH       8       SHARED DISPOSITIVE POWER         24,687,050.63       24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63       24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable       Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%       12         12       TYPE OF REPORTING PERSON		
SHARES       6       SHARED VOTING POWER         BENEFICIALLY       24,687,050.63         OWNED BY       2         EACH       7         SOLE DISPOSITIVE POWER         REPORTING         PERSON       0         WITH       8         SHARED DISPOSITIVE POWER         24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63         9       AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERCENT F CLASS REPRESENTED BY AMOUNT IN ROW 9         12       TYPE OF KEPORTING PERSON	NUM	IBER OF 0
BENEFICIALLY       2         OWNED BY       2         EACH       7         REPORTING       0         OWNED BY       2         B       SHARED DISPOSITIVE POWER         B       SHARED DISPOSITIVE POWER         2       24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63       24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Application       6.5%         11       PERCENTING PERSON         12       TYPE OF REPORTING PERSON	-	
EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 24,687,050.63 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 24,687,050.63 10 CHECK IT THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not Applicable 11 PERCENT F CLASS REPRESENTED BY AMOUNT IN ROW 9 6.5% 12 TYPE OF REPORTING PERSON		
REPORTING PERSON WITH     0       8     SHARED DISPOSITIVE POWER       24,687,050.63     24,687,050.63       9     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       24,687,050.63     24,687,050.63       10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES       Not Application     Not Application       11     PERCENT CLASS REPRESENTED BY AMOUNT IN ROW 9       12     TYPE OF REPORTING PERSON	OWI	NED BY 24,687,050.63
PERSON WITH         0           8         SHARED DISPOSITIVE POWER           24,687,050.63         24,687,050.63           9         AGGREGUE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON           24,687,050.5         24,687,050.63           10         CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES           10         Not Application           11         PERCENT F CLASS REPRESENTED BY AMOUNT IN ROW 9           12         TYPE OF REPORTING PERSON		
WITH     8       8     SHARED DISPOSITIVE POWER       24,687,050.63       9     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       24,687,050.63       10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES       Not Applicable       11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9       6.5%       12     TYPE OF REPORTING PERSON		
a       SHARED DISPOSITIVE POWER         24,687,050.63         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON		0
9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON	V	8 SHARED DISPOSITIVE POWER
9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON		
24,687,050.63         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON		24,687,050.63
10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON	9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON		
Not Applicable         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON		
11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON	10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9         6.5%         12       TYPE OF REPORTING PERSON		
6.5%       12     TYPE OF REPORTING PERSON		
12 TYPE OF REPORTING PERSON	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12 TYPE OF REPORTING PERSON		
		6.5%
OO (Limited Liability Company)	12	TYPE OF REPORTING PERSON
OO (Limited Liability Company)		
		OO (Limited Liability Company)
	р	

1	NAMES	OF	REPORTING PERSONS
	Carlvle H	old	lings II L.P.
			E APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) 🗆	(t	$(\mathbf{x})$
3	SEC USE		
5	SEC USE		
4	CITIZEN	OI	R PLACE OF ORGANIZATION
	Québec		
		5	SOLE VOTING POWER
	BER OF	C	
	ARES FICIALLY	6	SHARED VOTING POWER
	NED BY		24,687,050.63
	ACH DRTING	7	SOLE DISPOSITIVE POWER
-	RSON		0
W	/ITH	8	SHARED DISPOSITIVE POWER
9	AGGREC	- - AT	24,687,050.63 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5	11001120		
	24,687,05		
10	CHECK I	.F 1	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Appli		
11	PERCEN	ТC	DF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.5%		
		R	EPORTING PERSON
	OO (Quét	bec	société en commandit)

1	NAMES	OF REPORTING PERSONS
	TC Group	ıp Cayman Investment Holdings, L.P.
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) ⊠
3	SEC USE	E ONLY
4	CITIZEN	N OR PLACE OF ORGANIZATION
	Cayman	Islands
		5 SOLE VOTING POWER
NILIN	IBER OF	0
SH	IARES	6 SHARED VOTING POWER
	FICIALLY NED BY	24,687,050.63
E	EACH	7 SOLE DISPOSITIVE POWER
	ORTING ERSON	0
V	VITH	8 SHARED DISPOSITIVE POWER
		24,687,050.63
9	AGGREO	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	24,687,05	50.63
10		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Appl	licable
11		NT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.5%	
12		F REPORTING PERSON
	PN	
L	ı	

1	NAMES OF REPORTING PERSONS
	TC Group Cayman Investment Holdings Sub L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠
3	SEC USE ONLY
4	CITIZEN OR PLACE OF ORGANIZATION
	Cayman Islands
	5 SOLE VOTING POWER
NILIN	ABER OF 0
SH	HARES 6 SHARED VOTING POWER
	CFICIALLY           NED BY         24,687,050.63
E	EACH 7 SOLE DISPOSITIVE POWER
	ERSON 0
V	WITH         8         SHARED DISPOSITIVE POWER
	24,687,050.63
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	24,687,050.63
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.5%
12	TYPE OF REPORTING PERSON
	PN
L	

1	NAMES	OF	REPORTING PERSONS
	CP IV G	P, Li	td.
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP )) ⊠
3	SEC USE	E OI	NLY
4	CITIZEN	I OI	R PLACE OF ORGANIZATION
	Cayman	Isla	nds
		5	SOLE VOTING POWER
NUM	IBER OF		0
SH	IARES		SHARED VOTING POWER
	FICIALLY NED BY		20,243,383.01
	ACH ORTING	7	SOLE DISPOSITIVE POWER
PE	RSON		0
V	VITH	8	SHARED DISPOSITIVE POWER
			20,243,383.01
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	20,243,38	83.0	1
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Appl	licat	ble
11			OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	5.4%		
12	TYPE O	F RI	EPORTING PERSON
	OO (Cay	mar	n Islands Exempt Company)
L			

1	NAMES	OF	REPORTING PERSONS
	TC Group IV Cayman, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆	(1	b) 🛛
3	SEC USE	0	NIV
5	SEC USE	. 0.	
4	CITIZEN	0	R PLACE OF ORGANIZATION
	Cayman I		
		5	SOLE VOTING POWER
			0
_	IBER OF	6	
-	FICIALLY		
	NED BY		20,243,383.01
	ACH ORTING	7	SOLE DISPOSITIVE POWER
	RSON		0
W	VITH	8	
			20,243,383.01
9	AGGREO	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	20,243,38	3 (	11
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Appl		
11	PERCEN	ТC	DF CLASS REPRESENTED BY AMOUNT IN ROW 9
	5.4%		
12		R	EPORTING PERSON
	01		
	PN		

1	NAMES OF REPORTING PERSONS
	Carlyle Partners IV Cayman, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) $\Box$ (b) $\boxtimes$
3	SEC USE ONLY
4	CITIZEN OR PLACE OF ORGANIZATION
4	
	Cayman Islands
	5 SOLE VOTING POWER
NUM	IBER OF 0
	IARES 6 SHARED VOTING POWER
	FICIALLY NED BY 19,457,561.00
E	EACH 7 SOLE DISPOSITIVE POWER
	ORTING ERSON 0
	VITH 8 SHARED DISPOSITIVE POWER
9	19,457,561.00 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5	
10	19,457,561.00
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	5.1%
12	TYPE OF REPORTING PERSON
	PN

1	NAMES OF REPORTING PERSONS
	CP IV Coinvestment Cayman, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) $\Box$ (b) $\boxtimes$
3	SEC USE ONLY
4	CITIZEN OR PLACE OF ORGANIZATION
	Cayman Islands
	5 SOLE VOTING POWER
	BER OF
	FICIALLY NED BY 785,822.01
	ACH 7 SOLE DISPOSITIVE POWER
	DRTING
	RSON 0
W	/ITH 8 SHARED DISPOSITIVE POWER
	785,822.01
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5	
	785,822.01
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	0.2%
12	TYPE OF REPORTING PERSON
	PN

1	NAMES OF DEPORTING DEDCONS
1	NAMES OF REPORTING PERSONS
	CEP II Managing GP Holdings, Ltd.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2	(a) $\Box$ (b) $\boxtimes$
3	SEC USE ONLY
0	
4	CITIZEN OR PLACE OF ORGANIZATION
	Cayman Islands
	5 SOLE VOTING POWER
NUM	IBER OF 0
SH	ARES 6 SHARED VOTING POWER
	FICIALLY
	NED BY 4,443,667.63
	ACH 7 SOLE DISPOSITIVE POWER ORTING
	RSON 0
	VITH 8 SHARED DISPOSITIVE POWER
	6 SHARED DISPOSITIVE POWER
	4,443,667.63
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5	
	4,443,667.63
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	1.2%
12	TYPE OF REPORTING PERSON
	OO (Cayman Islands Exempt Company)

1	NAMES OF REPORTING PERSONS
	CEP II Managing GP, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) $\Box$ (b) $\boxtimes$
3	SEC USE ONLY
4	CITIZEN OR PLACE OF ORGANIZATION
4	CHIZEN OK FLACE OF OKGANIZATION
	Canada
	5 SOLE VOTING POWER
	BER OF 0
	RES 6 SHARED VOTING POWER
	ED BY 4,443,667.63 CH 7 SOLE DISPOSITIVE POWER
	RTING
	SON 0 TH CHARED DISPOSITIVE POWED
	8     SHARED DISPOSITIVE POWER
	4,443,667.63
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,443,667.63
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	1.2%
12	TYPE OF REPORTING PERSON
	PN

	-		
1	NAMES OF REPORTING PERSONS		
	Carlyle Europe Partners II, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) $\Box$ (b) $\boxtimes$		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGANIZATION		
	United Kingdom		
	5 SOLE VOTING POWER		
NILIN	MBER OF 0		
_	HARES 6 SHARED VOTING POWER		
_	FICIALLY		
	NED BY 4,443,667.63		
	EACH 7 SOLE DISPOSITIVE POWER		
REP	PORTING		
PE	ERSON 0		
V	WITH 8 SHARED DISPOSITIVE POWER		
	4,443,667.63		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,443,667.63		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	1.2%		
12	TYPE OF REPORTING PERSON		
	PN		
L	1		

1	NAMES OF REPORTING PERSONS		
	CEP II Participations S.à r.l. SICAR		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) $\Box$ (b) $\boxtimes$		
3	SEC USE ONLY		
5			
4	CITIZEN OR PLACE OF ORGANIZATION		
	Luxembourg		
	5 SOLE VOTING POWER		
-	IBER OF 0 JARES 6 SHARED VOTING POWER		
	ARES 6 SHARED VOTING POWER FICIALLY		
OWI	NED BY 4,443,667.63		
EACH 7 SOLE DISPOSITIVE POWER REPORTING			
	RSON 0		
V	8 SHARED DISPOSITIVE POWER		
	4,443,667.63		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	4,443,667.63 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	Not Applicable		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	1.2%		
12	TYPE OF REPORTING PERSON		
	OO (Luxembourg Limited Liability Company)		

### ITEM 1. (a) Name of Issuer:

Nielsen Holdings N.V. (the "Issuer")

### (b) Address of Issuer's Principal Executive Offices:

770 Broadway, New York, New York 10003

### ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Carlyle Group Management L.L.C. The Carlyle Group L.P. Carlyle Holdings II GP L.L.C. Carlyle Holdings II L.P. TC Group Cayman Investment Holdings, L.P. TC Group Cayman Investment Holdings Sub L.P. CP IV GP, Ltd. TC Group IV Cayman, L.P. Carlyle Partners IV Cayman, L.P. CP IV Coinvestment Cayman, L.P. CEP II Managing GP Holdings, Ltd. CEP II Managing GP, L.P. Carlyle Europe Partners II, L.P. CEP II Participations S.à r.l. SICAR

### (b) Address or Principal Business Office:

The address of CEP II Participations S.à r.l. SICAR is 2 Avenue Charles de Gaulle, L-1653 Luxembourg, Luxembourg.

The address of each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., CEP II Managing GP, L.P. and Carlyle Europe Partners II, L.P. is c/o The Carlyle Group, 1001 Pennsylvania Ave., NW, Suite 220 South, Washington, D.C. 20004-2505.

The address of each of the other Reporting Persons is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005 Cayman Islands.

## (c) Citizenship of each Reporting Person is:

Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings II GP L.L.C. are organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandit. CEP II Managing GP, L.P. is organized under the laws of Canada. Carlyle Europe Partners II, L.P. is organized under the laws of the United Kingdom. CEP II Participations S.à r.l. SICAR is organized under the laws of Luxembourg. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

### (d) Title of Class of Securities:

Common stock, €0.07 par value per share ("Common Stock").

### (e) CUSIP Number:

N63218106

### ITEM 3.

Not applicable.

# ITEM 4. Ownership

# Ownership (a-c)

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. As of December 31, 2013, Luxco held 125,224,724 shares of Common Stock, or 33.1% of the outstanding shares of Common Stock based on 378,276,628 shares of Common Stock outstanding as of November 1, 2013. Based on the ownership of outstanding capital of Luxco, the following shares of Common Stock held by Luxco would be attributable to each of the following Reporting Persons as of December 31, 2013:

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	24,687,050.63	6.5%	0	24,687,050.63	0	24,687,050.63
The Carlyle Group L.P.	24,687,050.63	6.5%	0	24,687,050.63	0	24,687,050.63
Carlyle Holdings II GP L.L.C.	24,687,050.63	6.5%	0	24,687,050.63	0	24,687,050.63
Carlyle Holdings II L.P.	24,687,050.63	6.5%	0	24,687,050.63	0	24,687,050.63
TC Group Cayman Investment Holdings, L.P.	24,687,050.63	6.5%	0	24,687,050.63	0	24,687,050.63
TC Group Cayman Investment Holdings Sub L.P.	24,687,050.63	6.5%	0	24,687,050.63	0	24,687,050.63
CP IV GP, Ltd.	20,243,383.01	5.4%	0	20,243,383.01	0	20,243,383.01
TC Group IV Cayman, L.P.	20,243,383.01	5.4%	0	20,243,383.01	0	20,243,383.01
Carlyle Partners IV Cayman, L.P.	19,457,561.00	5.1%	0	19,457,561.00	0	19,457,561.00
CP IV Coinvestment Cayman, L.P.	785,822.01	0.2%	0	785,822.01	0	785,822.01
CEP II Managing GP Holdings, Ltd.	4,443,667.63	1.2%	0	4,443,667.63	0	4,443,667.63
CEP II Managing GP, L.P.	4,443,667.63	1.2%	0	4,443,667.63	0	4,443,667.63
Carlyle Europe Partners II, L.P.	4,443,667.63	1.2%	0	4,443,667.63	0	4,443,667.63
CEP II Participations S.à r.l. SICAR	4,443,667.63	1.2%	0	4,443,667.63	0	4,443,667.63

The shares of common stock of Nielsen shown in the table for The Carlyle Group are attributable to them as a result of their ownership in Luxco. Carlyle Partners IV Cayman, L.P. ("CP IV") beneficially owns 64,970 Ordinary Shares and 11,445,116 Yield Free Convertible Preferred Equity Certificates of Luxco ("YFCPECs"). CP IV Coinvestment Cayman, L.P. ("CPIV Coinvest") beneficially owns 2,620 Ordinary Shares and 462,232 YFCPECs. CEP II Participations S.à r.l. SICAR ("CEP II P") beneficially owns 14,840 Ordinary Shares and 2,613,805 YFCPECs.

Schedule 13G

The general partner of each of CP IV and CPIV Coinvest is TC Group IV Cayman, L.P., whose general partner is CP IV GP, Ltd., which is wholly owned by TC Group Cayman Investment Holdings Sub L.P.

CEP II P's sole shareholder is Carlyle Europe Partners II, L.P., whose general partner is CEP II Managing GP, L.P., whose general partner is CEP II Managing GP Holdings, Ltd., whose sole shareholder is TC Group Cayman Investment Holdings Sub L.P.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P.

### 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

Not applicable.

# **ITEM 7.** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company Not applicable.

Not applicable.

### ITEM 8. Identification and Classification of Members of the Group

Each of the AlpInvest Funds, Blackstone Funds, Carlyle Funds, Centerview Funds, Hellman & Friedman Funds, KKR Funds and Thomas H. Lee 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, Luxco, the Issuer, Valcon Acquisition B.V. and The Nielsen Company B.V. are parties to an amended as restated shareholders agreement dated as of January 31, 2011, as further amended (the "Nielsen Shareholders Agreement" and, together with the Luxco Shareholders Agreement, the "Shareholders Agreements"). Given the terms of the Shareholders 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. Each of the Reporting Persons disclaims membership in any such group and disclaims beneficial ownership of any shares of Common Stock owned by other parties to the Stockholders Agreements.

### **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. 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.à r.l. SICAR

## **Centerview Funds**

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

## Hellman & Friedman Funds

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 Funds

THL Coinvestment Partners, 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 Putnam Investment Holdings, LLC Putnam Investments Employees' Securities Company I LLC Putnam Investments Employees' Securities Company II LLC Putnam Investments Employees' Securities Company II LLC Putnam Investments Employees' Securities Company III LLC Putnam In

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

Schedule 13G

Page 20 of 24

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

# ITEM 9. Notice of Dissolution of Group

Not applicable.

# ITEM 10. Certification

Not applicable.

Schedule 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.

**Date:** February 14, 2014

### CARLYLE GROUP MANAGEMENT L.L.C.

By:/s/ Jeremy W. Anderson, attorney-in-factName:Daniel D'AnielloTitle:Chairman

### THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By:/s/ Jeremy W. Anderson, attorney-in-factName:Daniel D'AnielloTitle:Chairman

### CARLYLE HOLDINGS II GP L.L.C.

By: The Carlyle Group L.P., its managing member By: Carlyle Group Management L.L.C., its general partner

By:	/s/ Jeremy W. Anderson, attorney-in-fact
Name:	Daniel D'Aniello
Title:	Chairman

### CARLYLE HOLDINGS II L.P.

By:/s/ Jeremy W. Anderson, attorney-in-factName:Daniel D'AnielloTitle:Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.** By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D'Aniello Title: Chairman

### TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.

By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact

Name:	Daniel D'Aniello
Title:	Chairman

### CP IV GP, LTD.

By:	/s/ Jeremy W. Anderson, attorney-in-fact
Name:	Daniel D'Aniello
Title:	Chairman

### TC GROUP IV CAYMAN, L.P.

/s/ Jeremy W. Anderson
Jeremy W. Anderson
Authorized Person

### CARLYLE PARTNERS IV CAYMAN, L.P.

By: TC Group IV Cayman, L.P., its general partner

/s/ Jeremy W. Anderson
Jeremy W. Anderson
Authorized Person

### CP IV COINVESTMENT CAYMAN, L.P.

By: TC Group IV Cayman, L.P., its general partner

By:	/s/ Jeremy W. Anderson
Name:	Jeremy W. Anderson
Title:	Authorized Person

### CEP II MANAGING GP HOLDINGS, LTD.

by:	/s/ Jeremy W. Anderson
Name:	Jeremy W. Anderson
Title:	Authorized Person

#### **CEP II MANAGING GP, L.P.**

by: CEP II Managing GP Holdings, Ltd., its general partner

by:	/s/ Jeremy W. Anderson
Name:	Jeremy W. Anderson
Title:	Authorized Person

## CARLYLE EUROPE PARTNERS II, L.P.

by: CEP II Managing GP, L.P., its general partner by: CEP II Managing GP Holdings, Ltd., its General Partner

by: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

### CEP II PARTICIPATIONS S.À R.L. SICAR

by: /s/ Jeremy W. Anderson

Name:Jeremy W. AndersonTitle:Authorized Person

# LIST OF EXHIBITS

<u>Exhibit No.</u>	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).