

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Carlyle Group Management L.L.C.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nielsen Holdings N.V. [ NLSN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2013		S		8,188,305.33 <sup>(1)</sup>	D	\$34.4849 <sup>(2)</sup>	30,792,553.6 <sup>(1)(3)</sup>	I	See footnotes <sup>(4)</sup>

**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. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Group L.P.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Holdings II GP L.L.C.  
 (Last) (First) (Middle)

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(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Carlyle Holdings II L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TC Group Cayman Investment Holdings, L.P.](#)

(Last) (First) (Middle)

C/O WALKER CORPORATE SERVICES LIMITED  
190 ELGIN AVENUE

(Street)  
GEORGE TOWN,  
GRAND CAYMAN KY1-9001

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TC Group Cayman Investment Holdings Sub L.P.](#)

(Last) (First) (Middle)

C/O WALKER CORPORATE SERVICES LIMITED  
190 ELGIN AVENUE

(Street)  
GEORGE TOWN,  
GRAND CAYMAN KY1-9001

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares represent shares of common stock that were sold or are held by Valcon Acquisition Holding (Luxembourg) S.a r.l. ("Luxco").
2. This amount represents the \$35.01 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$ 0.52515 per share.
3. Includes 24,269,722.16 securities attributable to Carlyle Partners IV Cayman, L.P. ("CP IV"), 980,169.95 securities attributable to CP IV Coinvestment Cayman, L.P. ("CP IV Coinvest") and 5,542,661.48 securities attributable to CEP II Participations S.a r.l. SICAR ("CEP II P"), each through its ownership of securities of Luxco.
4. 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. The general partner of each of CP IV and CP IV 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.

**Remarks:**

Due to the limitations of the electronic filing system, 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. and CEP II Participations S.a r.l. SICAR are filing a separate Form 4.

[CARLYLE GROUP  
MANAGEMENT L.L.C. By: 05/21/2013  
/s/ Jeremy W. Anderson,  
attorney-in-fact](#)

[THE CARLYLE GROUP L.P.  
By: Carlyle Group  
Management L.L.C., its 05/21/2013  
general partner By: /s/ Jeremy  
W. Anderson, attorney-in-fact](#)

[CARLYLE HOLDINGS II GP 05/21/2013  
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

CARLYLE HOLDINGS II L.P.  
By: /s/ Jeremy W. Anderson, 05/21/2013  
attorney-in-fact

TC GROUP CAYMAN  
INVESTMENT HOLDINGS,  
L.P. By: Carlyle Holdings II  
L.P., its general partner By: /s/ 05/21/2013  
Jeremy W. Anderson, attorney-  
in-fact

TC GROUP CAYMAN  
INVESTMENT HOLDINGS  
SUB L.P. By: TC Group  
Cayman Investment Holdings,  
L.P., its general partner By: 05/21/2013  
Carlyle Holdings II L.P., its  
general partner By: /s/ Jeremy  
W. Anderson, attorney-in-fact

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**