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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**NIELSEN HOLDINGS N.V.**

(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**N63218106**  
(CUSIP Number)

**December 31, 2012**  
(Date of Event which Requires filing of this Statement)

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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).

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1	Names of reporting persons <b>The Carlyle Group L.P.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Delaware</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>47,284,081</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>47,284,081</b>
9	Aggregate amount beneficially owned by each reporting person <b>47,284,081</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>12.7%</b>	
12	Type of reporting person <b>PN</b>	

1	Names of reporting persons <b>Carlyle Group Management L.L.C.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Delaware</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>47,284,081</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>47,284,081</b>
9	Aggregate amount beneficially owned by each reporting person <b>47,284,081</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>12.7%</b>	
12	Type of reporting person <b>OO (Limited Liability Company)</b>	

1	Names of reporting persons <b>Carlyle Holdings II GP L.L.C.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Delaware</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>47,284,081</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>47,284,081</b>
9	Aggregate amount beneficially owned by each reporting person <b>47,284,081</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>12.7%</b>	
12	Type of reporting person <b>OO (Limited Liability Company)</b>	

1	Names of reporting persons <b>Carlyle Holdings II L.P.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Québec</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>47,284,081</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>47,284,081</b>
9	Aggregate amount beneficially owned by each reporting person <b>47,284,081</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>12.7%</b>	
12	Type of reporting person <b>OO (Québec société en commandit)</b>	

1	Names of reporting persons	
	TC Group Cayman Investment Holdings, L.P.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization	
	Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power
		0
	6	Shared voting power
		47,284,081
	7	Sole dispositive power
		0
	8	Shared dispositive power
		47,284,081
9	Aggregate amount beneficially owned by each reporting person	
	47,284,081	
10	Check if the aggregate amount in Row (9) excludes certain shares	
	Not Applicable	
11	Percent of class represented by amount in Row 9	
	12.7%	
12	Type of reporting person	
	PN	

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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization	
	Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power
		0
	6	Shared voting power
		47,284,081
	7	Sole dispositive power
		0
	8	Shared dispositive power
		47,284,081
9	Aggregate amount beneficially owned by each reporting person	
	47,284,081	
10	Check if the aggregate amount in Row (9) excludes certain shares	
	Not Applicable	
11	Percent of class represented by amount in Row 9	
	12.7%	
12	Type of reporting person	
	PN	

1	Names of reporting persons <b>CP IV GP, Ltd.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>38,772,943</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>38,772,943</b>
9	Aggregate amount beneficially owned by each reporting person <b>38,772,943</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>10.4%</b>	
12	Type of reporting person <b>OO (Cayman Islands Exempt Company)</b>	

1	Names of reporting persons TC Group IV Cayman, L.P.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 38,772,943
	7	Sole dispositive power 0
	8	Shared dispositive power 38,772,943
9	Aggregate amount beneficially owned by each reporting person 38,772,943	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 10.4%	
12	Type of reporting person PN	

1	Names of reporting persons <b>Carlyle Partners IV Cayman, L.P.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>37,267,825</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>37,267,825</b>
9	Aggregate amount beneficially owned by each reporting person <b>37,267,825</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>10.0%</b>	
12	Type of reporting person <b>PN</b>	

1	Names of reporting persons <b>CP IV Coinvestment Cayman, L.P.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>1,505,118</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>1,505,118</b>
9	Aggregate amount beneficially owned by each reporting person <b>1,505,118</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>0.4%</b>	
12	Type of reporting person <b>PN</b>	

1	Names of reporting persons <b>CEP II Managing GP Holdings, Ltd.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>8,511,138</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>8,511,138</b>
9	Aggregate amount beneficially owned by each reporting person <b>8,511,138</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>2.3%</b>	
12	Type of reporting person <b>OO (Cayman Islands Exempt Company)</b>	

1	Names of reporting persons <b>CEP II Managing GP, L.P.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Canada</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>8,511,138</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>8,511,138</b>
9	Aggregate amount beneficially owned by each reporting person <b>8,511,138</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>2.3%</b>	
12	Type of reporting person <b>PN</b>	

1	Names of reporting persons <b>Carlyle Europe Partners II, L.P.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>United Kingdom</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>8,511,138</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>8,511,138</b>
9	Aggregate amount beneficially owned by each reporting person <b>8,511,138</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>2.3%</b>	
12	Type of reporting person <b>PN</b>	

1	Names of reporting persons <b>CEP II Participations S.à r.l. SICAR</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Luxembourg</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>8,511,138</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>8,511,138</b>
9	Aggregate amount beneficially owned by each reporting person <b>8,511,138</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>2.3%</b>	
12	Type of reporting person <b>OO (Luxembourg Limited Liability Company)</b>	

1	Names of reporting persons <b>Carlyle Offshore Partners II Holdings, Ltd.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>0</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>0</b>
9	Aggregate amount beneficially owned by each reporting person <b>0</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>0.0%</b>	
12	Type of reporting person <b>OO (Cayman Islands Exempt Company)</b>	

1	Names of reporting persons <b>Carlyle Offshore Partners II, Ltd.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>0</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>0</b>
9	Aggregate amount beneficially owned by each reporting person <b>0</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>0.0%</b>	
12	Type of reporting person <b>OO (Cayman Islands Exempt Company)</b>	

1	Names of reporting persons <b>DBD Cayman Holdings, Ltd.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>0</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>0</b>
9	Aggregate amount beneficially owned by each reporting person <b>0</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>0.0%</b>	
12	Type of reporting person <b>OO (Cayman Islands Exempt Company)</b>	

1	Names of reporting persons <b>DBD Cayman, Ltd.</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization <b>Cayman Islands</b>	
Number of shares beneficially owned by each reporting person with	5	Sole voting power <b>0</b>
	6	Shared voting power <b>0</b>
	7	Sole dispositive power <b>0</b>
	8	Shared dispositive power <b>0</b>
9	Aggregate amount beneficially owned by each reporting person <b>0</b>	
10	Check if the aggregate amount in Row (9) excludes certain shares <b>Not Applicable</b>	
11	Percent of class represented by amount in Row 9 <b>0.0%</b>	
12	Type of reporting person <b>OO (Cayman Islands Exempt Company)</b>	

1	Names of reporting persons TCG Holdings Cayman II, L.P.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 0
	7	Sole dispositive power 0
	8	Shared dispositive power 0
9	Aggregate amount beneficially owned by each reporting person 0	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 0.0%	
12	Type of reporting person PN	

**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  
Carlyle Offshore Partners II Holdings, Ltd.  
Carlyle Offshore Partners II, Ltd.  
DBD Cayman Holdings, Ltd.  
DBD Cayman, Ltd.  
TCG Holdings Cayman II, L.P.

Following an internal reorganization on May 2, 2012, TCG Holdings Cayman II, L.P. is no longer the general partner of TC Group Cayman Investment Holdings. Accordingly, Carlyle Offshore Partners II Holdings, Ltd., Carlyle Offshore Partners II, Ltd., DBD Cayman Holdings, Ltd., DBD Cayman, Ltd. and TCG Holdings Cayman II, L.P. may no longer be deemed to beneficially own the shares reported herein.

**(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 entities listed is c/o Walker Corporate Services Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001 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, 2012, Luxco held 236,266,399 shares of Common Stock, or 63.3% of the outstanding shares of Common Stock based on 373,294,219 shares of Common Stock outstanding as of February 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, 2012:

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.	47,284,081	12.7%	0	47,284,081	0	47,284,081
The Carlyle Group L.P.	47,284,081	12.7%	0	47,284,081	0	47,284,081
Carlyle Holdings II GP L.L.C.	47,284,081	12.7%	0	47,284,081	0	47,284,081
Carlyle Holdings II L.P.	47,284,081	12.7%	0	47,284,081	0	47,284,081
TC Group Cayman Investment Holdings, L.P.	47,284,081	12.7%	0	47,284,081	0	47,284,081
TC Group Cayman Investment Holdings Sub L.P.	47,284,081	12.7%	0	47,284,081	0	47,284,081
CP IV GP, Ltd.	38,772,943	10.4%	0	38,772,943	0	38,772,943
TC Group IV Cayman, L.P.	38,772,943	10.4%	0	38,772,943	0	38,772,943
Carlyle Partners IV Cayman, L.P.	37,267,825	10.0%	0	37,267,825	0	37,267,825
CP IV Coinvestment Cayman, L.P.	1,505,118	0.4%	0	1,505,118	0	1,505,118
CEP II Managing GP Holdings, Ltd.	8,511,138	2.3%	0	8,511,138	0	8,511,138
CEP II Managing GP, L.P.	8,511,138	2.3%	0	8,511,138	0	8,511,138
Carlyle Europe Partners II, L.P.	8,511,138	2.3%	0	8,511,138	0	8,511,138
CEP II Participations S.à r.l. SICAR	8,511,138	2.3%	0	8,511,138	0	8,511,138
Carlyle Offshore Partners II Holdings, Ltd.	0	0.0%	0	0	0	0
Carlyle Offshore Partners II, Ltd.	0	0.0%	0	0	0	0
DBD Cayman Holdings, Ltd.	0	0.0%	0	0	0	0
DBD Cayman, Ltd.	0	0.0%	0	0	0	0
TCG Holdings Cayman II, L.P.	0	0.0%	0	0	0	0

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 17,882,997 Yield Free Convertible Preferred Equity Certificates of Luxco (“YFCPECs”). CP IV Coinvestment Cayman, L.P. (“CPIV Coinvest”) beneficially owns 2,620 Ordinary Shares and 722,236 YFCPECs. CEP II Participations S.à r.l. SICAR (“CEP II P”) beneficially owns 14,840 Ordinary Shares and 4,084,074 YFCPECs.

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.

**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 (Alternative) Fund V, L.P.  
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 III LLC

Thomas H. Lee Investors Limited Partnership  
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.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable.

**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, 2013

**CARLYLE GROUP MANAGEMENT L.L.C.**

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

Name: Daniel D'Aniello

Title: Chairman

**THE CARLYLE GROUP L.P.**

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 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-fact

Name: Daniel D'Aniello

Title: 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.**

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

**CARLYLE PARTNERS IV 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

**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. Anderson

Title: Authorized Person

**CARLYLE OFFSHORE PARTNERS II HOLDINGS, LTD.**by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel A. D'Aniello

Title: Director

**CARLYLE OFFSHORE PARTNERS II, LTD.**

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**DBD CAYMAN HOLDINGS, LTD.**

by: Carlyle Offshore Partners II, Ltd., its Class B Member

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**DBD CAYMAN, LTD.**

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: Carlyle Offshore Partners II, Ltd., its Class B Member

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**TCG HOLDINGS CAYMAN II, L.P.**

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: Carlyle Offshore Partners II, Ltd., its Class B Member

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**LIST OF EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
24	Power of Attorney
99	Joint Filing Agreement

**POWER OF ATTORNEY**

The undersigned understands that, from time to time, the Carlyle Companies (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Curt Buser, Jeff Ferguson, David Pearson, Catherine Ziobro, R. Rainey Hoffman, Joanne Cosiol, Monica Harris, Jeremy Anderson, Bruno De Gusmao, Ann Siebecker, Andrea Pekala, Tom Mayrhofer, Orit Mizrachi, John Beczak, Rick Kappler, Matt LoRusso, Rob Konigsberg, James Sloan, Anne Frederick, Norma Kuntz, Victoria Jong, Erica Herberg or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Carlyle Company and on behalf of each Carlyle Company, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Carlyle Company, in the undersigned's capacity as a Chairman, authorized person, officer and/or director of each Carlyle Company, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Carlyle Company which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted,

whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Carlyle Companies or entities that directly or indirectly hold interests in the Carlyle Companies.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by The Carlyle Group Employee Co., L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Carlyle Companies" shall consist of: (i) Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., Carlyle Holdings III GP Management L.L.C., Carlyle Holdings III GP L.P., Carlyle Holdings III GP Sub L.L.C., Carlyle Holdings III L.P., TC Group Sub L.P., TC Group Investment Holdings Sub L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group Cayman Sub L.P. and (ii) the subsidiaries and affiliates of the foregoing in clause (i), including without limitation investment funds sponsored directly or indirectly by one or more of the Carlyle Companies.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8<sup>th</sup> day of May, 2012.

/s/ Daniel A. D'Aniello

Name: Daniel A. D'Aniello

Title: Chairman

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock beneficially owned by each of them of Nielsen Holdings N.V. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2013.

**CARLYLE GROUP MANAGEMENT L.L.C.**

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

**THE CARLYLE GROUP L.P.**

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 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-fact  
Name: Daniel D'Aniello  
Title: 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.**

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

**CARLYLE PARTNERS IV 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

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

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Title: Authorized Person

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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. Anderson

Title: Authorized Person

**CARLYLE OFFSHORE PARTNERS II HOLDINGS, LTD.**

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

Name: Daniel A. D'Aniello

Title: Director

**CARLYLE OFFSHORE PARTNERS II, LTD.**

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**DBD CAYMAN HOLDINGS, LTD.**

by: Carlyle Offshore Partners II, Ltd., its Class B Member

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**DBD CAYMAN, LTD.**

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: Carlyle Offshore Partners II, Ltd., its Class B Member

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director

**TCG HOLDINGS CAYMAN II, L.P.**

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: Carlyle Offshore Partners II, Ltd., its Class B Member

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

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

Name: Daniel A. D'Aniello

Title: Director