Nielsen Holdings N.V.
Form 4
February 25, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas H. Lee Advisors (Alternative) VI, Ltd.

(Last) (First) (Middle)

C/O INTERTRUSTCORPORATE SERVICES (CAYMAN, 190 ELGIN AVENUE

(Street)

GEORGE TOWN, E9 KY1-9005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2013		S		6,416,193 (4)	D	$ 31.5735 (4)	30,121,888	I	See Footnotes (1) (3)
Common Stock	02/21/2013		S		2,014,171	D	$ 31.5735 (4)	9,455,860	I	See Footnotes (2) (3)

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

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number.

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)		5. Number of Derivative 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas H. Lee Advisors (Alternative) VI, Ltd. C/O INTERTRUSTCORPORATE SERVICES (CAYMAN 190 ELGIN AVENUE GEORGE TOWN, E9 KY1-9005		X		
THL Coinvestment Partners, L.P. 100 FEDERAL STREET C/O THOMAS H. LEE PARTNERS, L.P. BOSTON, MA 02110		X		
Putnam Investment Holdings, LLC ONE POST OFFICE SQUARE BOSTON, MA 02109		X		
Putnam Investments Employees Securities CO I LLC ONE POST OFFICE SQUARE BOSTON, MA 02109		X		
Putnam Investments Employees Securities CO II LLC ONE POST OFFICE SQUARE BOSTON, MA 02109		X		
Putnam Investments Employees' Securities Co III LLC C/O THOMAS H.LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		
		X		

Thomas H. Lee (Alternative) Parallel Fund V, L.P.
C/O THOMAS H.LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

Signatures

/s/ Charles P. Holden, Treasurer of Thomas H. Lee Advisors (Alternative) VI, Ltd.	02/25/2013
**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)	Due to the limitation of the amount of characters that can be used, please see Item 1 of Exhibit 99.2 - Explanation of Responses.
(2)	Due to the limitation of the amount of characters that can be used, please see Item 2 of Exhibit 99.2 - Explanation of Responses.
(3)	Due to the limitation of the amount of characters that can be used, please see Item 3 of Exhibit 99.2 - Explanation of Responses.
(4)	Due to the limitation of the amount of characters that can be used, please see Item 4 of Exhibit 99.2 - Explanation of Responses.

Remarks:
Due to the technical limitation of ten Reporting Persons that can be included in each Section 16 filing, this Form 4 is being file

See Exhibit 99.1 - Joint Filer Information and Exhibit 99.2 - Explanation of Responses

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