

KRAVIS HENRY R

Form 3

January 25, 2011

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

K K R Group Holdings L.P.

(Last)

(First)

(Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9
WEST 57TH STREET, SUITE
4200

(Street)

NEW YORK, NY 10019

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/25/2011

3. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

9,279,691

I

See footnotes (1) (4) (5)

Common Stock

46,659,123

I

See footnotes (2) (4) (5)

Common Stock

174

I

See footnotes (3) (5)

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

SEC 1473 (7-02)

**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 control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: KRAVIS HENRY R - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	^	^ X	^	^

Signatures

KKR Group Holdings L.P. By: /s/
Richard J. Kreider, as authorized
signatory (6) 01/25/2011

**Signature of Reporting Person

Date

KKR Group Limited By: /s/ Richard
J. Kreider, as authorized signatory
(7) 01/25/2011

Edgar Filing: KRAVIS HENRY R - Form 3

Signature of Reporting Person

Date

KKR & Co. L.P. By: /s/ Richard J.
Kreider, as authorized signatory (8)

01/25/2011

Signature of Reporting Person

Date

KKR Management LLC By: /s/
Richard J. Kreider, as authorized
signatory (9)

01/25/2011

Signature of Reporting Person

Date

Henry R. Kravis /s/ Richard J.
Kreider, as attorney-in-fact for
Henry R. Kravis

01/25/2011

Signature of Reporting Person

Date

George R. Roberts /s/ Richard J.
Kreider, as attorney-in-fact for
George R. Roberts

01/25/2011

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The securities are held by KKR VNU Equity Investors, L.P. through Valcon Acquisition Holding (Luxembourg) S.a r.l., a private limited company incorporated under the laws of Luxembourg ("Luxco"). KKR VNU Equity Investors, L.P. is controlled by its general partner, KKR VNU GP Limited. KKR VNU GP Limited is wholly-owned by KKR VNU (Millennium) Limited ("KKR VNU Limited").

(2) The securities are held by KKR VNU (Millennium), L.P. through Luxco. KKR VNU (Millennium), L.P. is controlled by its general partner, KKR VNU Limited.

(3) The securities are held by KKR Millennium Fund (Overseas), L.P. ("Millennium Fund") through Luxco. Millennium Fund is controlled by its general partner, KKR Associates Millennium (Overseas), Limited Partnership.

(4) KKR Associates Millennium (Overseas), Limited Partnership holds a majority of the equity interests of KKR VNU Limited.

(5) KKR Associates Millennium (Overseas), Limited Partnership is controlled by its general partner, KKR Millennium Limited. KKR SP Limited ("KKR SP") is the voting partner of KKR Associates Millennium (Overseas), Limited Partnership. KKR Fund Holdings L.P. ("KKR Fund Holdings") is the sole shareholder of KKR Millennium Limited. KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") is a general partner of KKR Fund Holdings. KKR Group Holdings L.P. ("KKR Group Holdings") is the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings. KKR Group Limited ("KKR Group") is the general partner of KKR Group Holdings. KKR & Co. L.P. ("KKR & Co.") is the sole shareholder of KKR Group. KKR Management LLC is the general partner of KKR & Co. The designated members of KKR Management LLC are Messrs. Henry R. Kravis and George R. Roberts.

Â

Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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.