

Nielsen Holdings plc  
Form 8-K  
June 23, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (date of earliest event reported): June 21, 2016**

**NIELSEN HOLDINGS PLC**

**(Exact name of registrant as specified in its charter)**

**England and Wales**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**85 Broad Street**

**001-35042**  
**(Commission**  
**file number)**

**98-1225347**  
**(I.R.S. employer**  
**identification number)**

**AC Nielsen House**

**New York, New York 10004**

**+1 (646) 654-5000**

**London Road**

**Oxford**

**Oxfordshire OX3 9RX**

**United Kingdom**

**+1 (646) 654-5000**

**(Address of principal executive offices)**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Nielsen Holdings plc (the Company) held its annual meeting of shareholders on June 21, 2016 (the Annual Meeting). The Company's shareholders considered eight proposals, each of which is described in more detail in the Company's definitive proxy statement for the Annual Meeting (the Proxy Statement) filed with the Securities and Exchange Commission (the SEC) on April 29, 2016. A total of 324,739,233 shares were represented at the Annual Meeting in person or by proxy, or 90.0% of the total shares entitled to vote. The final voting results for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

|   | For         | Against   | Abstain   | Broker<br>Non-Votes |
|---|-------------|-----------|-----------|---------------------|
| 1. To elect the Directors listed below:   |             |           |           |                     |
| James A. Attwood, Jr.   | 317,672,834 | 339,286   | 330,332   | 6,396,781           |
| Mitch Barns   | 317,971,667 | 40,452    | 330,333   | 6,396,781           |
| David L. Calhoun  | 317,351,592 | 660,789   | 330,071   | 6,396,781           |
| Karen M. Hoguet   | 317,964,247 | 51,782    | 326,423   | 6,396,781           |
| James M. Kilts  | 316,755,482 | 1,256,673 | 330,297   | 6,396,781           |
| Harish Manwani  | 309,032,902 | 8,703,155 | 606,395   | 6,396,781           |
| Kathryn V. Marinello  | 316,363,963 | 1,651,734 | 326,755   | 6,396,781           |
| Robert Pozen  | 317,983,847 | 26,844    | 331,761   | 6,396,781           |
| Vivek Y. Ranadivé   | 317,246,344 | 765,949   | 330,159   | 6,396,781           |
| Javier G. Teruel  | 315,320,189 | 2,695,555 | 326,708   | 6,396,781           |
| Lauren Zalaznick  | 317,742,208 | 273,829   | 326,415   | 6,396,781           |
| 2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016                  |             |           |           |                     |
|   | 323,117,757 | 944,222   | 677,254   |                     |
| 3. To reappoint Ernst & Young LLP as the Company's UK statutory auditor to audit the Company's UK statutory annual accounts for the year ending December 31, 2016       |             |           |           |                     |
|   | 323,115,533 | 944,304   | 679,396   |                     |
| 4. To authorize the Board of Directors to determine the compensation of the Company's UK statutory auditor  |             |           |           |                     |
|   | 317,803,817 | 248,947   | 289,688   |                     |
| 5. To approve the Nielsen Holdings plc 2016 Employee Share Purchase Plan  |             |           |           |                     |
|   | 317,675,912 | 364,168   | 302,372   | 6,396,781           |
| 6. To approve on a non-binding, advisory basis the compensation of the Company's named executive officers as disclosed in the Proxy Statement pursuant to the SEC rules |             |           |           |                     |
|   | 307,000,906 | 5,574,752 | 5,766,794 | 6,396,781           |
| 7. To approve on a non-binding, advisory basis the Directors' Compensation Report for the year ended December 31, 2015, which is included in the Proxy Statement        |             |           |           |                     |
|   | 307,845,927 | 4,740,232 | 5,756,293 | 6,396,781           |
| 8. To approve the Directors' Compensation Policy, which is included in the Proxy Statement  |             |           |           |                     |
|   | 308,584,537 | 4,247,470 | 5,510,445 | 6,396,781           |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 23, 2016

**NIELSEN HOLDINGS PLC**

By: /s/ Harris A. Black

**Name: Harris A. Black**

**Title: Secretary**