

Nielsen Holdings N.V.  
Form S-8  
May 14, 2013

As filed with the Securities and Exchange Commission on May 14, 2013.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Nielsen Holdings N.V.**

(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State or other jurisdiction of  
incorporation or organization)

**98-0662038**  
(I.R.S. Employer  
Identification Number)

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**85 Broad Street**  
**New York, New York 10004**  
**(646) 654-5000**

**Diemerhof 2**  
**1112 XL Diemen**  
**The Netherlands**

**+31 20 398 8777**  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan**

(Full Title of the Plan)

**James W. Cuminale**  
**Chief Legal Officer**  
**Nielsen Holdings N.V.**  
**770 Broadway**  
**New York, New York 10003**  
**(646) 654-5000**

(Name, address and telephone number, including area code, of agent for service)

*With copies to:*

**Joseph H. Kaufman**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered(1)</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee(2)</b>
<b>Common Stock, par value 0.07 per share</b>	<b>9,300,000</b>	<b>\$36.19</b>	<b>\$336,567,000</b>	<b>\$45,908</b>

- (1) Covers 9,300,000 shares of common stock, par value 0.07 per share, of Nielsen Holdings N.V. approved for issuance under the Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Computed pursuant to Rule 457(h) and Rule 457(c) of the Securities Act, solely for the purpose of determining the amount of the registration fee, based upon the average of the high and low prices reported for the Company's common stock on the New York Stock Exchange on May 7, 2013 (U.S. \$36.19).

**EXPLANATORY NOTE**

The 9,300,000 shares of common stock, par value 0.07 per share (the Common Stock), of Nielsen Holdings N.V. (the Company or the Registrant) being registered pursuant to this Registration Statement are additional securities of the same class as other securities for which registration statement (File No. 333-172256) on Form S-8 was filed with the Securities and Exchange Commission (the Commission) on February 14, 2011. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference in this Registration Statement:

- (a) the Company's Annual Report on Form 10-K for the year ended December 31, 2012;
- (b) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013;
- (c) the Company's Current Reports on Form 8-K filed on January 28, 2013, February 11, 2013 (Items 1.01 and 8.01 only), February 21, 2013, March 4, 2013, March 8, 2013, May 6, 2013, May 9, 2013 and May 13, 2013; and
- (d) the Company's registration statement on Form 8-A filed with the Commission on January 20, 2011 pursuant to Section 12(b) of the Securities Act relating to the Common Stock, including any amendments or supplements thereto.

All documents that the Company subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 6. Indemnification of Directors and Officers.**

Unless prohibited by law in a particular circumstance, our articles of association require us to reimburse the officers and members of the board of directors and the former officers and members of the board of directors for damages and various costs and expenses related to claims brought against them in connection with the exercise of their duties. However, we are not obligated to provide indemnification (i) if a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterized as willful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, (ii) for any action initiated by the indemnitee, other than actions brought to establish a right to indemnification or the advancement of expenses or actions authorized by the board of directors or (iii) for any expenses incurred by an indemnitee with respect to any action instituted by the indemnitee to interpret the indemnification provisions, unless the indemnitee is successful or the court finds that indemnitee is entitled to indemnification. We have entered into indemnification agreements with the members of the board of directors and our officers to provide for further details on these matters. We have purchased directors and officers liability insurance for the members of the board of directors and certain other officers.

Insofar as indemnification of liabilities arising under the Securities Act may be permitted to members of the board of directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 8. Exhibits.**

For the list of exhibits, see the Exhibit Index to this Registration Statement, which is incorporated in this item by reference.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilton, State of Connecticut on May 14, 2013.

NIELSEN HOLDINGS N.V.

By: /s/ Brian J. West  
 Name: Brian J. West  
 Title: Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James W. Cuminale and Harris A. Black, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments or supplements to the Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David L. Calhoun	Director and Chief Executive Officer	May 14, 2013
David L. Calhoun	(principal executive officer)	
/s/ Brian J. West	Chief Financial Officer	May 14, 2013
Brian J. West	(principal financial officer)	
/s/ Jeffrey Charlton	Corporate Controller	May 14, 2013
Jeffrey Charlton	(principal accounting officer)	
/s/ James A. Attwood, Jr.	Director	May 14, 2013
James A. Attwood, Jr.		

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/s/ Richard J. Bressler	Director	May 14, 2013
Richard J. Bressler		
/s/ Patrick Healy	Director	May 14, 2013
Patrick Healy		
/s/ Karen M. Hoguet	Director	May 14, 2013
Karen M. Hoguet		
/s/ James M. Kilts	Director	May 14, 2013
James M. Kilts		
/s/ Alexander Navab	Director	May 14, 2013
Alexander Navab		
/s/ Robert C. Pozen	Director	May 14, 2013
Robert C. Pozen		
/s/ Robert D. Reid	Director	May 14, 2013
Robert D. Reid		
/s/ Vivek Y. Ranadivé	Director	May 14, 2013
Vivek Y. Ranadivé		
/s/ Javier G. Teruel	Director	May 14, 2013
Javier G. Teruel		

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Form 8-K of the Registrant filed on February 1, 2011 (File No. 001-35042))
5.1	Opinion of Clifford Chance LLP
10.1	Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan (incorporated herein by reference to Annex A to the Definitive Proxy Statement on Schedule 14A filed by Nielsen Holdings N.V. on April 15, 2013 (File No. 001-35042))
23.1	Consent of Ernst & Young LLP
23.2	Consent of Clifford Chance LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included in the signature pages to this Registration Statement)