

Nielsen Holdings plc
Form SC 13G/A
February 12, 2016

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

SCHEDULE 13G
(Amendment No. 4)

Under the Securities Exchange Act of 1934

NIELSEN HOLDINGS N. V.
(Name of Issuer)

COMMON STOCK, PAR VALUE €0.07 PER SHARE
(Title of Class of Securities)

N63218106
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

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).

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee (Alternative) Fund V,
L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee (Alternative) Parallel
Fund V, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee (Alternative) Cayman
Fund V, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee (Alternative) Fund VI,
L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee (Alternative) Parallel
Fund VI, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee (Alternative) Parallel
(DT) Fund VI, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

THL Coinvestment Partners, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

THL Equity Fund VI Investors (VNU),
L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

THL Equity Fund VI Investors (VNU)
II, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

THL Equity Fund VI Investors (VNU)
III, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

THL Equity Fund VI Investors (VNU)
IV, LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON

12

OO

CUSIP NO. N63218106 13G

NAME OF REPORTING PERSON

1

Thomas H. Lee Investors Limited
Partnership

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Massachusetts

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

-0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.00%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. N63218106 13G

1 NAME OF REPORTING PERSON

Putnam Investment Holdings, LLC

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE VOTING POWER

5 -0-

SHARED VOTING POWER

6 -0-

SOLE DISPOSITIVE POWER

7 -0-

SHARED DISPOSITIVE POWER

8 -0-

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9