

KRAVIS HENRY R
Form 3
January 25, 2011

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

OMB APPROVAL

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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)

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 Issuer

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

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

(Check all applicable)

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

NEW YORK, NY 10019
(City) (State) (Zip)

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)

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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

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<u>Signature of Reporting Person</u>		Date
KKR & Co. L.P. By: /s/ Richard J. Kreider, as authorized signatory (8)	01/25/2011	
<u>Signature of Reporting Person</u>		Date
KKR Management LLC By: /s/ Richard J. Kreider, as authorized signatory (9)	01/25/2011	
<u>Signature of Reporting Person</u>		Date
Henry R. Kravis /s/ Richard J. Kreider, as attorney-in-fact for Henry R. Kravis	01/25/2011	
<u>Signature of Reporting Person</u>		Date
George R. Roberts /s/ Richard J. Kreider, as attorney-in-fact for George R. Roberts	01/25/2011	
<u>Signature of Reporting Person</u>		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. 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.

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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.
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