

CUMINALE JAMES W

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 \*

CUMINALE JAMES W

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

(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 Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Legal Officer

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

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

125,000

D

A

Common Stock

62,498

I

By Trust <sup>(1)</sup>

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

SEC 1473 (7-02)

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

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â <u>(2)</u>	02/02/2017	Common Stock	187,500	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â <u>(3)</u>	02/02/2017	Common Stock	151,875	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â <u>(2)</u>	02/02/2017	Common Stock	31,250	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â <u>(4)</u>	02/02/2017	Common Stock	25,313	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â <u>(5)</u>	03/18/2020	Common Stock	62,500	\$ 18.4	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMINALE JAMES W 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â Chief Legal Officer	Â

## Signatures

/s/ Harris Black, authorized  
signatory

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).

- The securities are held by various trusts for the benefit of the reporting person and his family members as to which the reporting person is
- (1) the trustee. The reporting person disclaims beneficial ownership of the securities held by the trusts except to the extent of his pecuniary interest.
  - (2) Represents options to purchase shares of common stock of the Issuer, of which 81% are vested and the remaining 19% will vest on December 31, 2011.
  - (3) Represents options to purchase shares of common stock of the Issuer, of which 9,375 vested on the grant date (December 31, 2006), 35,625 vested on December 31, 2007 and 35,625 vested on December 31, 2009. An additional 35,625 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 35,625 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.
  - (4) Represents options to purchase shares of common stock, of which 1,562 vested on the grant date (December 31, 2006), 5,938 vested on December 31, 2007 and 5,938 vested on December 31, 2009. An additional 5,938 will vest if the Issuer meets or exceeds a

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pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 5,937 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

- (5) Represents options to purchase shares of common stock of the Issuer, which vest in three equal installments on March 18, 2011, 2012 and 2013.

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### Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â ConfirmingÂ Statement

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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