

Nielsen Holdings plc
 Form 4
 May 04, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
KASH ARVIN

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS PLC, 85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings plc [NLSN]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/02/2016		M		\$ 16	D	
Common Stock	05/02/2016		S		\$ 52.459 (1)	D	
Common Stock	05/02/2016		S		\$ 52.473	D	
Common Stock	05/02/2016		M		\$ 32	D	
Common Stock	05/02/2016		S		\$ 52.49 (2)	D	

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Common Stock	05/02/2016		M	9,000	A	\$ 36.56	59,656.29	D	
Common Stock	05/02/2016		S	9,000	D	\$ <u>52.458</u> ⁽³⁾	50,656.29	D	
Common Stock	05/02/2016		M	51,352	A	\$ 30.19	102,008.29	D	
Common Stock	05/02/2016		S	51,352	D	\$ <u>52.419</u> ⁽⁴⁾	50,656.29	D	
Common Stock	05/02/2016		G V	953 ⁽⁵⁾	D	\$ 52.51	49,703.29	D	
Common Stock							37,104	I	By Trust ⁽⁶⁾

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 16	05/02/2016		M	8,609	⁽⁷⁾ 05/26/2019	Common Stock	8,609
Options to Purchase Common Stock	\$ 32	05/02/2016		M	10,937	⁽⁷⁾ 05/26/2019	Common Stock	10,937

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) Represents a charitable donation from the Reporting Person.

These securities are held by a trust for the benefit of the Reporting Person's daughter over which the Reporting Person may have

(6) investment discretion. The Reporting Person disclaims beneficial ownership of the securities held by the trust except to the extent of his pecuniary interest therein.

(7) These options to purchase shares of common stock are currently vested and exercisable.

(8) Represents options to purchase shares of common stock of the Issuer, of which 9,000 are vested. The remaining 9,000 options will vest in equal annual installments on September 25, 2016 and September 25, 2017.

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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