

Nielsen Holdings N.V.  
Form 10-Q  
April 25, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2012

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 001-35042

**Nielsen Holdings N.V.**

(Exact name of registrant as specified in its charter)

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<b>The Netherlands</b> (State or other jurisdiction of incorporation or organization)	<b>98-0662038</b> (I.R.S. Employer Identification No.)
<b>770 Broadway</b>	<b>Diemerhof 2</b>
<b>New York, New York 10003</b>	<b>1112 XL Diemen</b>
<b>(646) 654-5000</b>	<b>The Netherlands</b>
(Address of principal executive offices) (Zip Code) (Registrant's telephone numbers including area code)	<b>+31 (0) 20 398 87 77</b>

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definition of "accelerated filer", "large accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 360,772,260 shares of the registrant's Common Stock outstanding as of March 31, 2012.

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## PART I. FINANCIAL INFORMATION

**Item 1. Condensed Consolidated Financial Statements  
Nielsen Holdings N.V.****Condensed Consolidated Statements of Operations (Unaudited)**

<b>(IN MILLIONS EXCEPT SHARE AND PER SHARE DATA)</b>	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
Revenues	\$ 1,340	\$ 1,302
Cost of revenues, exclusive of depreciation and amortization shown separately below	565	549
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	453	543
Depreciation and amortization	131	136
Restructuring charges	37	23
Operating income	154	51
Interest income	1	1
Interest expense	(106)	(140)
Loss on derivative instruments		(1)
Foreign currency exchange transaction (losses)/gains, net	(9)	7
Other expense, net	(6)	(230)
Income/(loss) from continuing operations before income taxes and equity in net loss of affiliates	34	(312)
(Provision)/benefit for income taxes	(7)	134
Equity in net loss of affiliates	(2)	(2)
Income/(loss) from continuing operations	25	(180)
Loss from discontinued operations, net of tax		(1)
Net income/(loss)	25	(181)
Net income attributable to noncontrolling interests		1
Net income/(loss) attributable to Nielsen stockholders	\$ 25	\$ (182)
Net income/(loss) per share of common stock, basic and diluted		
Income/(loss) from continuing operations	\$ 0.07	\$ (0.55)
Net income/(loss) attributable to Nielsen stockholders	\$ 0.07	\$ (0.55)
Weighted-average shares of common stock outstanding, basic	360,881,693	331,248,626
Dilutive shares of common stock	4,839,365	
Weighted-average shares of common stock outstanding, diluted	365,721,058	331,248,626

The accompanying notes are an integral part of these condensed consolidated financial statements.



**Table of Contents****Nielsen Holdings N.V.****Condensed Consolidated Statements of Comprehensive Income (Unaudited)**

<b>(IN MILLIONS)</b>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
Net income/(loss)	\$ 25	\$ (181)
Other comprehensive income, net of tax		
Foreign currency translation adjustments, net of tax	87	43
Changes in the fair value of cash flow hedges, net of tax	(1)	7
Defined benefit pension plan adjustments, net of tax	2	(1)
Total other comprehensive income	88	49
Total comprehensive income/(loss)	113	(132)
Less: comprehensive income attributable to noncontrolling interests		2
Total comprehensive income/(loss) attributable to Nielsen stockholders	\$ 113	\$ (134)

The accompanying notes are an integral part of these condensed consolidated financial statements.

**Table of Contents****Nielsen Holdings N.V.****Condensed Consolidated Balance Sheets**

(IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)	March 31, 2012 (Unaudited)	December 31, 2011
<b>Assets:</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 295	\$ 319
Trade and other receivables, net of allowances for doubtful accounts and sales returns of \$25 and \$24 as of March 31, 2012 and December 31, 2011, respectively	1,057	1,080
Prepaid expenses and other current assets	297	266
<b>Total current assets</b>	<b>1,649</b>	<b>1,665</b>
<b>Non-current assets</b>		
Property, plant and equipment, net	611	609
Goodwill	7,232	7,155
Other intangible assets, net	4,544	4,561
Deferred tax assets	179	198
Other non-current assets	322	316
<b>Total assets</b>	<b>\$ 14,537</b>	<b>\$ 14,504</b>
<b>Liabilities and equity:</b>		
<b>Current liabilities</b>		
Accounts payable and other current liabilities	\$ 898	\$ 1,025
Deferred revenues	424	443
Income tax liabilities	67	80
Current portion of long-term debt, capital lease obligations and short-term borrowings	293	144
<b>Total current liabilities</b>	<b>1,682</b>	<b>1,692</b>
<b>Non-current liabilities</b>		
Long-term debt and capital lease obligations	6,563	6,619
Deferred tax liabilities	972	996
Other non-current liabilities	548	556
<b>Total liabilities</b>	<b>9,765</b>	<b>9,863</b>
<b>Commitments and contingencies (Note 10)</b>		
<b>Equity:</b>		
<b>Nielsen stockholders' equity</b>		
Common stock, 0.07 par value, 1,185,000,000 shares authorized; 361,232,014 and 360,107,359 shares issued and 360,772,260 and 359,647,605 shares outstanding at March 31, 2012 and December 31, 2011, respectively	30	30
Additional paid-in capital	6,445	6,427
Accumulated deficit	(1,500)	(1,525)
Accumulated other comprehensive loss, net of income taxes	(211)	(299)
<b>Total Nielsen stockholders' equity</b>	<b>4,764</b>	<b>4,633</b>
<b>Noncontrolling interests</b>	<b>8</b>	<b>8</b>
<b>Total equity</b>	<b>4,772</b>	<b>4,641</b>

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<b>Total liabilities and equity</b>	\$ 14,537	\$ 14,504
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The accompanying notes are an integral part of these condensed consolidated financial statements.



**Table of Contents****Nielsen Holdings N.V.****Condensed Consolidated Statements of Cash Flows (Unaudited)**

(IN MILLIONS)	Three Months Ended March 31,	
	2012	2011
<b>Operating Activities</b>		
Net income/(loss)	\$ 25	\$ (181)
Adjustments to reconcile net income/(loss) to net cash used in operating activities:		
Stock-based compensation expense	8	4
Currency exchange rate differences on financial transactions and other losses	15	223
Loss on derivative instruments		1
Equity in net loss of affiliates, net of dividends received	5	6
Depreciation and amortization	131	136
Changes in operating assets and liabilities, net of effect of businesses acquired and divested:		
Trade and other receivables, net	51	57
Prepaid expenses and other current assets	(25)	(25)
Accounts payable and other current liabilities and deferred revenues	(227)	(155)
Other non-current liabilities	(1)	2
Interest payable	31	47
Income taxes payable	(16)	(167)
Net cash used in operating activities	(3)	(52)
<b>Investing Activities</b>		
Acquisition of subsidiaries and affiliates, net of cash acquired	(16)	(60)
Additions to property, plant and equipment and other assets	(42)	(20)
Additions to intangible assets	(40)	(32)
Other investing activities		(1)
Net cash used in investing activities	(98)	(113)
<b>Financing Activities</b>		
Net borrowings under revolving credit facility	120	
Proceeds from issuances of debt, net of issuance costs	1,209	277
Repayment of debt	(1,271)	(1,751)
Increase in other short-term borrowings	6	12
Proceeds from the issuance of common stock		1,801
Activity under stock plans	10	(2)
Settlement of derivatives and other financing activities	(4)	(212)