

Nielsen Holdings N.V.
Form FWP
March 05, 2014

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Supplementing the Prospectus

dated March 19, 2012

Media Advisory

NIELSEN ANNOUNCES SECONDARY COMMON STOCK OFFERING

NEW YORK March 4, 2014 Nielsen Holdings N.V. (NYSE: NLSN), (the Company) a leading global provider of information and insights into what consumers watch and buy, today announced that Valcon Acquisition Holding (Luxembourg) S.à r.l. (the Selling Shareholder) intends to offer for sale in an underwritten offering 30,000,000 shares of its common stock pursuant to the Company's shelf registration statement filed with the Securities and Exchange Commission. In addition, the Selling Shareholder will grant the underwriters of the offering an option to purchase an additional 4,500,000 shares. The shares to be sold by the Selling Shareholder are attributable to affiliates of The Blackstone Group, The Carlyle Group, Kohlberg Kravis Roberts & Co., Thomas H. Lee Partners, Hellman & Friedman, AlpInvest Partners and Centerview Capital. The last reported sale price of the Company's common stock on March 4th, 2014 was \$46.96 per share.

BofA Merrill Lynch and Credit Suisse Securities (USA) LLC will act as underwriters for the offering.

The Company has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at: www.sec.gov. Alternatively, copies of the prospectus supplement and accompanying prospectus relating to the offering, when available, may be obtained from:

BofA Merrill Lynch

222 Broadway

New York, NY 10038

Attn: Prospectus Department

Email: dg.prospectus_requests@baml.com

And

Credit Suisse Securities (USA) LLC

Attention: Prospectus Department

One Madison Avenue

New York, New York, 10010

Telephone: +1 (800) 221-1037

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Email: newyork.prospectus@credit-suisse.com

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About Nielsen

Nielsen Holdings N.V. (NYSE:NLSN) is a global information and measurement company with leading market positions in marketing and consumer information, television and other media measurement, online intelligence and mobile measurement. Nielsen has a presence in approximately 100 countries, with headquarters in New York, USA and Diemen, the Netherlands. For more information, visit www.nielsen.com.

Forward-Looking Statements Disclaimer

This news release includes information that could constitute forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as will, expect, should, could, shall and similar expressions. These statements are subject to risks and uncertainties, and actual results and events could differ materially from what presently is expected. Factors leading thereto may include without limitations general economic conditions, conditions in the markets Nielsen is engaged in, behavior of customers, suppliers and competitors, technological developments, as well as legal and regulatory rules affecting Nielsen's business and specific risk factors discussed in other releases and public filings made by the Company (including the Company's filings with the Securities and Exchange Commission). This list of factors is not intended to be exhaustive. Such forward-looking statements only speak as of the date of this press release, and we assume no obligation to update any written or oral forward-looking statement made by us or on our behalf as a result of new information, future events, or other factors.

Nielsen Holdings N.V.

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