

Edgar Filing: Nielsen Holdings N.V. - Form IRANNOTICE

Nielsen Holdings N.V.  
Form IRANNOTICE  
October 23, 2013

James W. Cuminale  
Chief Legal Officer

October 23, 2013

US Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Re: Notice of disclosure filed in Exchange Act Annual Report under Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 and Section 13(r) of the Exchange Act

Dear Sirs:

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 and Section 13(r) of the Securities Exchange Act of 1934, as amended, notice is hereby provided that Nielsen Holdings N.V. has made disclosure pursuant to those provisions in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, which was filed with the Securities and Exchange Commission on October 23, 2013.

Respectfully submitted,

Nielsen Holdings N.V.

/s/ James W. Cuminale  
Name: James W. Cuminale  
Title: Chief Legal Officer

The Nielsen Company  
40 Danbury Road, Wilton, CT 06897  
tel 203-563-3155 fax 203-563-2876  
james.cuminale@nielsen.com

ft-width: 1; border-right-width: 1; border-bottom-width: 1">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 Indirect Beneficial Ownership  
(Instr. 4)CodeVAmount(A) or (D)Price Common Stock02/15/2018 M<sup>(1)</sup> 1,855 A \$ 0 59,290 D Common Stock02/16/2018  
S<sup>(2)</sup> 663 D \$ 58.5161 <sup>(3)</sup> 58,627 D Common Stock02/21/2018 S<sup>(4)</sup> 945 D \$ 59.2596 <sup>(5)</sup> 57,682 D

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

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.

SEC 1474  
(9-02)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 0   | 02/15/2018                           |  | M                              | 1,855   | 02/15/2018 (6)   | Common Stock  | 1,855                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Reinhardt Jason<br>C/O LUMENTUM<br>400 NORTH MCCARTHY BLVD<br>MILPITAS, CA 95035 |               |           | EVP, Global Sales |       |

## Signatures

/s/ Judy G Hamel as  
Attorney-in-Fact  
Date: 02/21/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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) Each unit converts upon vesting into one share of common stock.

(2) These shares were sold by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock unit.

(3) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$57.525 to \$59.15. This transaction was apart of a group sale. The reporting person under takes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- (4) These shares were sold by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock award.

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line

- (5) range from \$58.50 to \$59.55. This transaction was apart of a group sale. The reporting person undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) Restricted Stock Units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.