

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

#### **CUMINALE JAMES W**

CIK: **1039833**

Type: **5** | Act: **34** | File No.: **001-35042** | Film No.: **13542261**

Mailing Address  
*ONE PICKWICK PLAZA  
GREENWICH CT 06830*

### ISSUER

#### **Nielsen Holdings N.V.**

CIK: **1492633** | IRS No.: **980662038** | State of Incorporation: **P7** | Fiscal Year End: **1231**  
SIC: **7389** Business services, nec

Mailing Address  
*770 BROADWAY  
NEW YORK NY 10003*

Business Address  
*770 BROADWAY  
NEW YORK NY 10003  
(646) 654-5000*

# FORM 5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>CUMINALE JAMES W</b>			2. Issuer Name and Ticker or Trading Symbol <b>Nielsen Holdings N.V. [NLSN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Legal Officer</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>					
770 BROADWAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) <b>NEW YORK, NY 10003</b>								
(City)	(State)	(Zip)						

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	06/06/2011		G5 <sup>(1)</sup>	4,432	D	\$ 0	27,708 <sup>(4)</sup>	I	By GRATs <sup>(2)</sup>
Common Stock	06/06/2011		G5 <sup>(1)</sup>	4,432	A	\$ 0	4,432	I	By Trust <sup>(3)</sup>
Common Stock	06/01/2012		G <sup>(1)</sup>	7,908	D	\$ 0	19,800 <sup>(4)</sup>	I	By GRATs <sup>(2)</sup>
Common Stock	06/01/2012		G <sup>(1)</sup>	7,908	A	\$ 0	12,340	I	By Trust <sup>(3)</sup>
Common Stock							165,360 <sup>(4)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents the transfer of securities from a terminating grantor retained annuity trust to a trust for which the Reporting Person's wife is the sole trustee and beneficiary.
2. These securities are held by grantor retained annuity trusts for which the Reporting Person is the sole trustee and sole annuitant.
3. These securities are held by a trust for which the Reporting Person's wife is the sole trustee and beneficiary.
4. Reflects annuity payments of an aggregate of 21,096 shares of common stock on June 6, 2011 and annuity payments of an aggregate of 9,264 shares of common stock on June 1, 2012 from the grantor retained annuity trusts to the Reporting Person.

**Signatures**

/s/ Harris Black, authorized signatory

\*\* Signature of Reporting Person

01/23/2013

Date

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

\* 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).

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

**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 Number.**