

FISHER ITZHAK

Form 3/A

June 04, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

FISHER ITZHAK

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/25/2011

3. Issuer Name and Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

X Officer ____ Other

(give title below) (specify below)

EVP, Global Product Leadership

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

01/25/2011

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)Common Stock ⁽¹⁾

256,963

I

See footnote ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

				Shares		(I) (Instr. 5)	
Options to purchase common stock (right to buy) ⁽¹⁾	Â ⁽³⁾	06/04/2017	Common Stock	187,500	\$ 16	I	See footnote ⁽²⁾
Options to purchase common stock (right to buy) ⁽¹⁾	Â ⁽⁴⁾	06/04/2017	Common Stock	151,875	\$ 16	I	See footnote ⁽²⁾
Options to purchase common stock (right to buy) ⁽¹⁾	Â ⁽³⁾	06/04/2017	Common Stock	31,250	\$ 32	I	See footnote ⁽²⁾
Options to purchase common stock (right to buy) ⁽¹⁾	Â ⁽⁵⁾	06/04/2017	Common Stock	25,312	\$ 32	I	See footnote ⁽²⁾
Options to purchase common stock (right to buy) ⁽¹⁾	Â ⁽³⁾	11/29/2015	Common Stock	66,753	\$ 6.9	I	See footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER ITZHAK 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â EVP, Global Product Leadership	Â

Signatures

/s/ Harris Black, authorized signatory

06/04/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This Amended Form 3 is being filed to correct the form of beneficial ownership, to include an additional option award which had been inadvertently omitted in the original filing and to correct certain vesting and expiration information.

(2) Held through a limited liability company, of which the reporting person and his spouse are members.

(3) Represents options to purchase shares of common stock of the Issuer, of which 100% are vested.

(4) Represents options to purchase shares of common stock of the Issuer, of which 9,375 vested on the grant date (June 4, 2007), 35,625 vested on December 31, 2007 and 35,625 vested on December 31, 2009. An additional 35,625 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 35,625 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

(5) Represents options to purchase shares of common stock of the Issuer, of which 1,563 vested on the grant date (June 4, 2007), 5,937 vested on December 31, 2007 and 5,937 vested on December 31, 2009. An additional 5,938 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2010 or, otherwise, on December 31, 2012. The remaining 5,937 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2011 or, otherwise, on December 31, 2013.

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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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