

Nielsen Holdings N.V.
Form PRE 14A
March 11, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Nielsen Holdings N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Nielsen Holdings N.V.

PROXY

STATEMENT

Annual Meeting of Shareholders

May 7, 2013
9:00 a.m. (Eastern Time)

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April , 2013

Dear Fellow Shareholders:

On behalf of the Board of Directors, I cordially invite you to attend the Annual Meeting of Shareholders of Nielsen Holdings N.V. to be held at 9:00 a.m. (Eastern Time) on Tuesday, May 7, 2013.

We are very pleased that once again this year you will be able to attend and address the Annual Meeting of Shareholders online, vote your shares electronically and ask questions during the meeting by visiting www.virtualshareholdermeeting.com/NLSN.

The Board of Directors has fixed the close of business on April 9, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at our Annual Meeting and any adjournments or postponements thereof.

Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. You may vote your shares by proxy on the Internet, by telephone or by completing, signing and promptly returning the enclosed proxy card, or by attending the Annual Meeting online. You may also submit your proxy card in person in Amsterdam, the Netherlands on the day of the Annual Meeting.

Attached to this letter are the Notice of Annual Meeting, the Proxy Statement and the proxy card. We are also enclosing our Annual Report for the year ended December 31, 2012. These proxy materials are first being mailed to shareholders on or about April , 2013.

Thank you for your continued support of Nielsen Holdings N.V.

Sincerely,

David L. Calhoun

Chief Executive Officer and Director

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Summary of Proxy Information

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider. You should read the complete proxy statement and appendices before voting.

ANNUAL MEETING: TUESDAY MAY 7, 2013 AT 9AM E.T.

ATTENDING BY INTERNET

www.virtualshareholdermeeting.com/NLSN

You will need the 12-digit control number

included on your proxy card.

ATTENDING IN PERSON

Offices of Clifford Chance, LLP

Droogbak 1A, Amsterdam, the Netherlands

You must bring the admission ticket, proxy card and photo identification.

ANNUAL REPORT AND PROXY MATERIALS

Available at www.proxyvote.com (use the 12-digit control number included on your proxy card) and at www.nielsen.com/investors.

PROPOSALS TO BE VOTED UPON

Proposal

- Proposal No. 1** Adoption of Dutch Annual Accounts for 2012
Proposal No. 2 Discharge of Members of the Board of Directors from Liability Pursuant to Dutch Law
Proposal No. 3 Election of Directors
Proposal No. 4 Ratification of Independent Registered Public Accounting Firm
Proposal No. 5 Appointment of Auditor for Our Dutch Annual Accounts
Proposal No. 6 Approval of the Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan

Board Recommendation

for each nominee

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Proposal No. 7 Extension of Authority of the Board of Directors to Repurchase up to 10% of

Our Issued Share Capital Until November 7, 2014

Proposal No. 8 Non-Binding, Advisory Vote on Executive Compensation

NOMINEES FOR BOARD OF DIRECTORS

Nominee	Age	Principal Occupation	Committees
David L. Calhoun	55	Chief Executive Officer, Nielsen	
James A. Attwood, Jr.	54	Managing Director, The Carlyle Group	Compensation, Nomination and Governance
Richard J. Bressler	55	Managing Director, Thomas H. Lee Partners, L.P.	Compensation, Nomination and Governance
Patrick Healy	46	Deputy CEO of Hellman & Friedman LLC	Compensation, Nomination and Governance
Karen M. Hogue	56	Chief Financial Officer of Macy's Inc.	Audit, Compensation
James M. Kilts	65	Founding partner of Centerview Capital	
Alexander Navab	47	Member of KKR Management LLC,	Compensation, Nomination and Governance
		general partner of KKR & Co. L.P.	
Robert Pozen	66	Consultant to MFS Investment Management	Audit, Nomination and Governance
Vivek Ranadivé	55	Chief Executive Officer and Chairman of	
		TIBCO Software Inc.	
Robert Reid	40	Senior Managing Director at The Blackstone Group	Compensation, Nomination and Governance
Javier Teruel	62	Partner of Spectron Desarrollos, SC	Audit, Compensation

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SUMMARY OF PROXY INFORMATION

PROXY VOTING METHODS

Shareholders holding shares of our common stock at the close of business in New York on April 9, 2013 may vote their shares by proxy through the Internet, by telephone or by mail or by attending the Annual Meeting online. Shareholders may also submit their proxy cards in person in Amsterdam, the Netherlands on the day of the Annual Meeting. For shares held through a bank, broker or other nominee, shareholders may vote by submitting voting instructions to the bank, broker or other nominee. To reduce our administrative and postage costs, we ask that shareholders vote through the Internet or by telephone, both of which are available 24 hours a day, seven days a week. Shareholders may revoke their proxies at the times and in the manners described on page 4 of the Proxy Statement.

If you are a shareholder of record or hold shares through a broker, bank or other nominee and are voting by proxy through the Internet, by telephone or by mail, your vote must be received by 11:59 p.m. (Eastern Time) on May 6, 2013 to be counted.

If you hold shares through Nielsen's 401(k) plan, trustee by Fidelity Management Trust Company, your vote must be received by 11:59 p.m. Eastern Time on May 2, 2013. Those votes cannot be changed or revoked after that time, and those shares cannot be voted in person at the Annual Meeting.

TO VOTE BY PROXY:

BY INTERNET

Go to the website **www.proxyvote.com** and follow the instructions, 24 hours a day, seven days a week.

You will need the 12-digit Control Number included on your proxy card in order to vote online.

BY TELEPHONE

From a touch-tone phone, dial **1-800-690-6903**

and follow the recorded instructions, 24 hours a day, seven days a week.

You will need the 12-digit Control Number included on your proxy card in order to vote by telephone.

BY MAIL

Mark your selections on the enclosed proxy card.

Date and sign your name exactly as it appears on your proxy card.

Mail the proxy card in the postage-paid envelope that will be provided to you.

YOUR VOTE IS IMPORTANT. THANK YOU FOR VOTING.

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Notice of Annual Meeting of Shareholders

TIME	9:00 a.m. (Eastern Time) on Tuesday, May 7, 2013.
PLACE	You may attend our Annual Meeting in person at the offices of Clifford Chance, LLP at Droogbak 1A in Amsterdam, the Netherlands. You must bring the admission ticket included with your proxy card and photo identification to gain entrance to the Annual Meeting in Amsterdam. Nielsen directors and members of management will attend the Annual Meeting via live webcast. You will also be able to attend the Annual Meeting online, vote your shares electronically and ask your questions and discuss matters of relevance during the meeting by visiting www.virtualshareholdermeeting.com/NLSN . You will need the 12-digit control number included on your proxy card to enter the meeting.
ITEMS OF BUSINESS	<p>To (a) discuss the annual report of the Board of Directors required by Dutch law for the year ended December 31, 2012, (b) adopt our Dutch statutory annual accounts for the year ended December 31, 2012 and (c) authorize the preparation of our Dutch statutory annual accounts and the annual report of the Board of Directors required by Dutch law, both for the year ending December 31, 2013, in the English language;</p> <p>To discharge the members of the Board of Directors from liability pursuant to Dutch law in respect of the exercise of their duties during the year ended December 31, 2012;</p> <p>To elect the Executive and the Non-Executive Directors of the Board of Directors as listed herein;</p> <p>To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2013;</p> <p>To appoint Ernst & Young Accountants LLP as our auditor who will audit our Dutch statutory annual accounts for the year ending December 31, 2013;</p> <p>To approve the Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan;</p> <p>To approve the extension of the authority of the Board of Directors to repurchase up to 10% of our issued share capital (including depositary receipts issued for our shares) until November 7, 2014 on the open market, through privately negotiated transactions or in one or more self tender offers for a price per share (or depositary receipt) not less than the nominal value of a share and not higher than 110% of the most recently available (as of the time of repurchase) price of a share (or depositary receipt) on any securities exchange where our shares (or depositary receipts) are traded;</p> <p>To approve in a non-binding, advisory vote the compensation of our named executive officers as disclosed in the Proxy Statement pursuant to the rules of the Securities and Exchange Commission; and</p> <p>To consider such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.</p>

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

RECORD DATE April 9, 2013.

ANNUAL REPORT A copy of our Annual Report is available at www.proxyvote.com and www.nielsen.com/investors. You will need the 12-digit control number included on your proxy card in order to access the Annual Report on www.proxyvote.com.

VOTING BY PROXY To ensure your shares are voted, you may vote your shares over the Internet, by telephone or by completing, signing and returning the enclosed proxy card by mail. Shareholders may also submit their proxy cards in person in Amsterdam, the Netherlands on the day of the Annual Meeting. Internet, telephone and mail proxy voting procedures are described in the preceding section entitled Proxy Voting Methods, in the General Information section beginning on page 1 of the Proxy Statement and on the proxy card. For shares held through a bank, broker or other nominee, you may vote by submitting voting instructions to your bank, broker or other nominee.

Whether or not you plan to attend the Annual Meeting, please vote electronically or by telephone or please sign and date the enclosed proxy card and return it promptly. If shares are held through a bank, broker or other nominee, you may vote by submitting voting instructions to your bank, broker or other nominee. You may revoke a previously delivered proxy at any time prior to the Annual Meeting. Any shareholder may vote at the Annual Meeting, thereby canceling any previous proxy, provided that if your shares are held through a bank, broker or other nominee you will need to obtain a proxy, executed in your favor, from the shareholder of record (bank, broker or other nominee) to be able to submit your vote in person in Amsterdam, the Netherlands on the day of the Annual Meeting.

By Order of the Board of Directors,

Harris Black

Corporate Secretary

This Notice of Annual Meeting, the Proxy Statement and the proxy card are being mailed

on or about April , 2013.

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General Information

WHY AM I BEING PROVIDED WITH THESE MATERIALS?

We have delivered printed versions of this Proxy Statement, the enclosed proxy card and our Annual Report for the year ended December 31, 2012 (together referred to as the Proxy Materials) to you by mail in connection with the solicitation by the Board of Directors (the Board of Directors or the Board) of Nielsen Holdings N.V. (Nielsen, we or the Company) of proxies to be voted at our Annual Meeting of Shareholders to be held on May 7, 2013 (the Annual Meeting), and at any adjournments or postponements of the Annual Meeting. Directors, officers and other Company employees also may solicit proxies by telephone or otherwise. Banks, brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners.

You are invited to attend the Annual Meeting and vote your shares online or by submitting your proxy card in person.

WHAT WILL I NEED IN ORDER TO ATTEND THE ANNUAL MEETING?

We will be hosting the Annual Meeting live via the Internet. Any shareholder can attend the Annual Meeting live via the Internet at www.virtualshareholdermeeting.com/NLSN. The webcast will start at 9:00 a.m. (Eastern Time). You will need your 12-digit control number included on your proxy card in order to be able to enter the Annual Meeting. Instructions on how to attend and participate via the Internet are posted at www.virtualshareholdermeeting.com/NLSN.

Any shareholder can also attend our Annual Meeting at the offices of Clifford Chance, LLP at Droogbak 1A in Amsterdam, the Netherlands. Nielsen directors and members of management will attend the Annual Meeting via live webcast. The Annual Meeting will start at 9:00 a.m. (Eastern Time). To gain physical access to the Annual Meeting, you must bring photo identification along with the admission ticket included with your proxy card. A person who wishes to exercise the right to vote at the Annual Meeting in Amsterdam must sign the attendance list prior to the meeting, stating his or her name, the name(s) of the person(s) for whom he or she acts as proxy, the number of shares he or she is representing and, as far as applicable, the number of votes he or she is able to cast. You may vote shares held through a bank, broker or other nominee in person in Amsterdam only if you obtain a signed proxy from the record holder (bank, broker or other nominee) giving you the right to vote the shares.

Shareholders may vote and ask questions while attending the Annual Meeting.

WHAT AM I VOTING ON?

There are eight proposals scheduled to be voted on at the Annual Meeting:

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To (a) adopt our Dutch statutory annual accounts for the year ended December 31, 2012 and (b) authorize the preparation of our Dutch statutory annual accounts and the annual report of the Board of Directors required by Dutch law, both for the year ending December 31, 2013, in the English language;

To discharge the members of the Board from liability pursuant to Dutch law in respect of the exercise of their duties during the year ended December 31, 2012;

To elect the Executive and the Non-Executive Directors of the Board as listed herein;

To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2013;

To appoint Ernst & Young Accountants LLP as our auditor who will audit our Dutch statutory annual accounts for the year ending December 31, 2013;

To approve the Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan;

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To approve the extension of the authority of the Board of Directors to repurchase up to 10% of our issued share capital (including depositary receipts issued for our shares) until November 7, 2014 on the open market, through privately negotiated transactions or in one or more self tender offers for a price per share (or depositary receipt) not less than the nominal value of a share and not higher than 110% of the most recently available (as of the time of repurchase) price of a share (or depositary receipt) on any securities exchange where our shares (or depositary receipts) are traded; and

To approve, in a non-binding, advisory vote the compensation of our named executive officers as disclosed in the Proxy Statement pursuant to the rules of the Securities and Exchange Commission (the "SEC").

The shareholders may also vote at the Annual Meeting on such other matters as may properly come before the Annual Meeting and any adjournments or postponements thereof.

WHO IS ENTITLED TO VOTE?

Holders of shares of the Company's common stock as of the close of business on April 9, 2013 (the "record date") may vote at the Annual Meeting.

WHAT CONSTITUTES A QUORUM?

There is no minimum requirement in order to establish a quorum at the Annual Meeting for the transaction of business.

HOW MANY VOTES DO I HAVE?

Shareholders holding shares of our common stock at the close of business on April 9, 2013 are entitled to one vote at our Annual Meeting for each share of our common stock held by them. As of March 1, 2013, we had 373,689,096 shares of common stock outstanding.

HOW MANY VOTES ARE REQUIRED TO APPROVE EACH PROPOSAL?

Directors will be appointed by the majority of the votes cast in respect of the shares present or represented by proxy at the Annual Meeting and from the list of nominees presented herein. Shareholders may also appoint directors without the prior nomination by the Board of Directors by way of a shareholders' resolution adopted with a majority of at least two-thirds of the votes cast, representing more than one-half of our capital stock.

A majority of the votes cast is also required for (a) adopting our Dutch statutory annual accounts for the year ended December 31, 2012, (b) authorizing the preparation of our Dutch statutory annual accounts and the annual report of the Board of Directors required by Dutch law, both for the year ending December 31, 2013, in the English language, (c) the discharge of members of the Board of Directors from liability pursuant to Dutch law, (d) the appointment of the auditors who will audit our Dutch statutory annual accounts, (e) the approval of the Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan and (f) the extension of the authority of the Board of Directors to repurchase our shares.

A majority of the votes cast is also required for the ratification of the appointment of the independent registered public accounting firm and the approval of the compensation paid to our named executive officers. It is important to note that these proposals are both non-binding and advisory. Therefore, the Company and/or the Board of Directors may determine to act in a manner inconsistent with the outcomes of such proposals.

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Valcon Acquisition Holding (Luxembourg) S.à r.l. (Luxco), through which affiliates of AlpInvest Partners, The Blackstone Group, The Carlyle Group, Centerview Partners, Hellman & Friedman, Kohlberg Kravis Roberts & Co. and Thomas H. Lee Partners (collectively referred to in this Proxy Statement as the Sponsors) own our common stock, has the right to vote the majority of the outstanding shares of our common stock and has advised us that it intends to vote all such shares in favor of each director nominee listed herein (Proposal No. 3) and in favor of Proposal Nos. 1, 2, 4, 5, 6, 7 and 8. As a result, we are assured the election of the director nominees listed herein and the approval of Proposal Nos. 1, 2, 4, 5, 6, 7 and 8.

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HOW ARE VOTES COUNTED?

Abstentions: Votes may be cast in favor of or against or you may abstain from voting. If you intend to abstain from voting for any director nominee or proposal, you will need to check the abstention box for such director nominee or proposal, in which case your vote will not have any effect on the outcome of the election of such director nominee or on the outcome of such proposal.

Broker Non-Votes: Broker non-votes occur when shares held by a bank, broker or other nominee are not voted with respect to a proposal because (1) the bank, broker or other nominee has not received voting instructions from the shareholder who beneficially owns the shares and (2) the bank, broker or other nominee lacks the authority to vote the shares at its/his/her discretion.

Abstentions and broker non-votes will not affect the voting results.

If you just sign and submit your proxy card without voting instructions, your shares will be voted FOR each director nominee listed herein (Proposal No. 3) and FOR Proposal Nos. 1, 2, 4, 5, 6, 7 and 8, as recommended by the Board of Directors, and in accordance with the discretion of the holders of the proxy with respect to any other matters that may be voted on, in each case as indicated on the proxy card.

WHO WILL COUNT THE VOTES?

Representatives of Broadridge Financial Solutions, Inc. (the Inspectors of Election) will tabulate the votes and act as inspectors of election.

HOW DOES THE BOARD RECOMMEND THAT I VOTE?

Our Board of Directors recommends that you vote your shares:

FOR the adoption of our Dutch statutory annual accounts for the year ended December 31, 2012, and the authorization of the preparation of our Dutch statutory annual accounts and the annual report of the Board of Directors required by Dutch law, both for the year ending December 31, 2013, in the English language;

FOR the discharge of the members of the Board from liability pursuant to Dutch law in respect of the exercise of their duties during the year ended December 31, 2012;

FOR each of the nominees for Executive and Non-Executive Directors of the Board set forth in this Proxy Statement;

FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2013;

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FOR the appointment of Ernst & Young Accountants LLP as our auditor who will audit our Dutch statutory annual accounts for the year ending December 31, 2013;

FOR the approval of the Amended and Restated Nielsen Holdings 2010 Stock Incentive Plan;

FOR the approval of the extension of the authority of the Board of Directors to repurchase up to 10% of our issued share capital (including depositary receipts issued for our shares) until November 7, 2014 on the open market, through privately negotiated transactions or in one or more self tender offers for a price per share (or depositary receipt) not less than the nominal value of a share and not higher than 110% of the most recently available (as of the time of repurchase) price of a share (or depositary receipt) on any securities exchange where our shares (or depositary receipts) are traded; and

FOR the approval of the compensation of our named executive officers as disclosed in this Proxy Statement pursuant to the SEC rules.

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HOW DO I VOTE MY SHARES WITHOUT ATTENDING THE ANNUAL MEETING?

If you are a shareholder of record on April 9, 2013, you may vote by granting a proxy:

By Internet: If you have Internet access, you may submit your proxy by going to www.proxyvote.com and by following the instructions on how to complete an electronic proxy card. You will need the 12-digit Control Number included on your proxy card in order to vote by Internet.

By Telephone: If you have access to a touch-tone telephone, you may submit your proxy by dialing 1-800-690-6903 and by following the recorded instructions. You will need the 12-digit Control Number included on your proxy card in order to vote by telephone.