

Nielsen N.V.  
Form 8-K  
February 25, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 25, 2015**

**Nielsen N.V.**

**(Exact name of registrant as specified in its charter)**

**The Netherlands**  
**(State or other jurisdiction**

**of incorporation)**

**001-35042**  
**(Commission**

**File Number)**

**98-0662038**  
**(IRS Employer**

**Identification No.)**

|   |                        |
|---|------------------------|
| <b>85 Broad Street</b>                          | <b>Diemerhof 2</b>     |
| <b>New York, New York 10004</b>                 | <b>1112 XL Diemen</b>  |
| <b>(646) 654-5000</b>                           | <b>The Netherlands</b> |
| <b>(Address of principal executive offices)</b> | <b>+31 20 398 8777</b> |

**Registrant's telephone number, including area code**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry Into a Material Definitive Agreement**

On February 25, 2015, Nielsen Finance LLC and Nielsen Finance Co. (the Issuers), indirect wholly-owned subsidiaries of Nielsen N.V. (the Company), issued \$750 million aggregate principal amount of their 5.000% Senior Notes due 2022 (the notes), which mature on April 15, 2022, pursuant to an indenture, dated April 11, 2014 (the Base Indenture), among the Issuers, the Guarantors (as defined therein) and Law Debenture Trust Company of New York, as trustee (the Trustee), as supplemented by the supplemental indenture, dated February 25, 2015, among the Issuers, the Guarantors (as defined therein) and the Trustee (the Supplemental Indenture and together with the Base Indenture, the Indenture). The notes are guaranteed by the Company, Valcon Acquisition B.V., The Nielsen Company B.V., VNU Intermediate Holding B.V. (VNU), Nielsen Holding and Finance B.V. (together with VNU and the Issuers, the Covenant Parties) and, subject to certain exceptions, each of the direct and indirect wholly-owned subsidiary of Nielsen Holding and Finance B.V. (other than the Issuers), in each case to the extent that such entity is a borrower or provides a guarantee under the Company's senior secured credit agreements. The notes will trade interchangeably with the \$750 million aggregate principal amount of 5.000% Senior Notes due 2022 and the \$800 million aggregate principal amount of 5.000% Senior Notes due 2022 (collectively, the existing notes) issued by Nielsen Finance LLC and Nielsen Finance Co. on April 11, 2014 and July 8, 2014, respectively.

The Issuers will pay interest on the notes at a rate of 5.000% per annum, semi-annually on interest payment dates as provided in the Indenture.

Until April 15, 2017, the Issuers may, at their option, redeem up to 35% of the aggregate principal amount of the notes and the existing notes at a redemption price equal to 105.000% of the aggregate principal amount thereof with the net proceeds of one or more equity offerings so long as at least 65% of the aggregate principal amount of the notes and the existing notes originally issued under the Indenture remains outstanding following any such redemption.

The Indenture contains covenants that limit the Covenant Parties' ability and the ability of the Covenant Parties' restricted subsidiaries to, among other things: create liens on certain assets to secure debt; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets and enter into sale-leaseback transactions. These covenants are subject to a number of important limitations and exceptions. The Indenture also provides for events of default, which, if any of them occurs, would permit or require the principal, premium, if any, interest and any other monetary obligations on all the then-outstanding notes and existing notes to be due and payable immediately.

The foregoing descriptions of the notes and the Indenture do not purport to be complete and are qualified in their entirety by reference to the Base Indenture, incorporated by reference to Exhibit 4.1 of the current report on Form 8-K of Nielsen N.V., filed with the Securities and Exchange Commission on April 11, 2014, together with the Supplemental Indenture, attached hereto as Exhibit 4.1.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth under Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.**

**Exhibit Description**

|             |   |
|-------------|---|
| Exhibit 4.1 | Supplemental Indenture, dated as of February 25, 2015, among Nielsen Finance LLC, Nielsen Finance Co., the Guarantors (as defined therein) and Law Debenture Trust Company of New York, as Trustee. |
|-------------|---|

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 25, 2015

**NIELSEN N.V.**

By: /s/ Harris A. Black  
Name: Harris A. Black  
Title: Secretary

**Exhibit Index**

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