Nielsen Holdings plc Form SC 13G/A February 12, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 4)*

Nielsen Holdings plc

(as successor to Nielsen N.V.)

(Name of Issuer)

Common Stock, par value 0.07 per share

(Title of Class of Securities)

N63218106

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

1.	Name of Reporting Person KKR VNU Equity Investors, L.P.			
2.	Check the Appropri (a) (b)	ate Box if a Member of a o x	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	e of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
reison with	8.		Shared Dispositive Power 0	
9.	Aggregate Amount 0	Beneficially Owned by E	ach Reporting Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting l PN	Person (See Instructions)		
			2	

1.	Name of Reporting Person KKR VNU GP Limited			
2.	Check the Appropriate Box if	a Member of a Group		
	(a)	o		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Organi Delaware	zation		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficial 0	ly Owned by Each Reporting	Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented 1 0%	by Amount in Row (9)		
12.	Type of Reporting Person (Sec OO	e Instructions)		
		3		

1.	Name of Reporting Person KKR VNU (Millennium) Limited			
2.	Check the Appropria (a) (b)	ate Box if a Member of a o	Group	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount I	Beneficially Owned by Ea	ach Reporting Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting Po	erson (See Instructions)		
			4	

1.	Name of Reporting Person KKR VNU (Millennium), L.P.			
2.	Check the Appropriat	e Box if a Member of a C	iroup	
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place o Delaware	of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Bo	eneficially Owned by Eac	ch Reporting Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting Pe PN	rson (See Instructions)		
			5	

CUSIP No. N63218106

1.	Name of Reporting Person KKR Millennium Fund (Overseas), Limited Partnership			
2.	Check the Appropriate Box i (a) (b)	of a Member of a Group (Sec o x	e Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Organ Delaware	nization		
	5.		Sole Voting Power	
Number of Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
reison with	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting Person (See Instructions) PN			

1.	Name of Reporting Person KKR Associates Millennium (Overseas), Limited Partnership			
2.	Check the Appropria (a) (b)	ate Box if a Member of a G o x	roup (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting P PN	Person (See Instructions)		
			7	

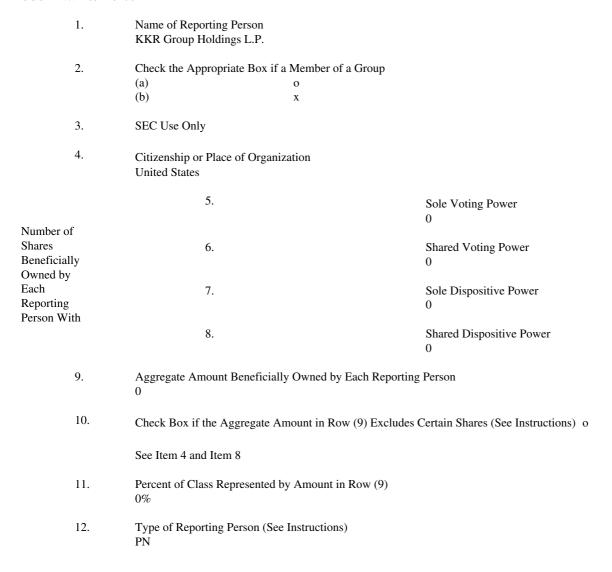
1.	Name of Reporting Po KKR Millennium Lin			
2.	Check the Appropriat	e Box if a Member of a C	Group (See Instructions)	
	(a) (b)	0		
	(6)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Delaware	of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount B	eneficially Owned by Ea	ch Reporting Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting Pe OO	rson (See Instructions)		
			8	

1.	Name of Reporting Person KKR SP Limited		
2.	Check the Appropriate Box	if a Member of a Group (See	e Instructions)
	(a)	o	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of Orga Delaware	nization	
Number of	5.		Sole Voting Power 0
			OL LIVE D
Shares Beneficially	6.		Shared Voting Power
Owned by			0
Each	7.		Sole Dispositive Power
Reporting	7.		0
Person With			O
	8.		Shared Dispositive Power 0
9.	Aggregate Amount Benefici 0	ally Owned by Each Reporti	ng Person
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8		
11.	Percent of Class Represented 0%	d by Amount in Row (9)	
12.	Type of Reporting Person (S	See Instructions)	
		9	
		9	

1.	Name of Reporting Person KKR Fund Holdings L.P.			
2.	Check the Appropriate Box i (a) (b)	f a Member of a Group o x		
3.	SEC Use Only			
4.	Citizenship or Place of Organ United States	nization		
N. I. C	5.		Sole Voting Power	
Number of Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
2 0.300.2 11 1.00	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficia	ally Owned by Each Reportin	g Person	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting Person (S PN	ee Instructions)		
		10		

CUSIP No. N63218106

1.	Name of Reporting Person KKR Fund Holdings GP Limited			
2.	Check the Appropri (a) (b)	ate Box if a Member of a o	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place Delaware	e of Organization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount 0	Beneficially Owned by Ea	ach Reporting Person	
10.	Check Box if the Ag	ggregate Amount in Row ((9) Excludes Certain Shares (See Instructions) o	
	See Item 4 and Item	n 8		
11.	Percent of Class Re 0%	presented by Amount in R	ow (9)	
12.	Type of Reporting I OO	Person (See Instructions)		



CUSIP No. N63218106

1.	Name of Reporting Person KKR Group Limited		
2.	Check the Appropriate Box if	a Member of a Group (See I	nstructions)
	(a)	0	
	(b)	X	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	zation	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 0
Each Reporting Person With	7.		Sole Dispositive Power 0
Terson Willi	8.		Shared Dispositive Power 0
9.	Aggregate Amount Beneficial 0	ly Owned by Each Reporting	g Person
10.	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) o
	See Item 4 and Item 8		
11.	Percent of Class Represented l 0%	by Amount in Row (9)	
12.	Type of Reporting Person (Sec OO	e Instructions)	

1.	Name of Reporting Person KKR & Co. L.P.		
2.	Check the Appropriate Box if	-	
	(a) (b)	o x	
3.	SEC Use Only		
4.	Citizenship or Place of Organ United States	ization	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 0
Each Reporting Person With	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 0
9.	Aggregate Amount Beneficia 0	lly Owned by Each Reporting	g Person
10.	Check Box if the Aggregate A	Amount in Row (9) Excludes	Certain Shares (See Instructions) o
	See Item 4 and Item 8		
11.	Percent of Class Represented 0%	by Amount in Row (9)	
12.	Type of Reporting Person (Se PN	ee Instructions)	
		14	

CUSIP No. N63218106

1.	Name of Reporting Person KKR Management LLC				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	0			
	(b)	X			
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware				
Number of	5.		Sole Voting Power 0		
Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With	7.		Sole Dispositive Power 0		
	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0				
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See In		ludes Certain Shares (See Instructions) o			
	See Item 4 and Item 8				
11.	Percent of Class Represented by Amount in Row (9) 0%				
12.	Type of Reporting Person (OO	(See Instructions)			

1.	Name of Reporting Person Henry R. Kravis			
2.	Check the Appropriate Box if a Member of a Group (a) o			
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Org United States	anization		
Number of	5.		Sole Voting Power 0	
Shares Beneficially Owned by	6.		Shared Voting Power 0	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
	See Item 4 and Item 8			
11.	Percent of Class Represented by Amount in Row (9) 0%			
12.	Type of Reporting Person (IN	(See Instructions)		
		16		

CUSIP No. N63218106

1.	Name of Reporting Person George R. Roberts				
2.	Check the Appropriate Box if a Member of a Group				
	(a)	0			
	(b)	X			
3.	SEC Use Only				
4.	Citizenship or Place of Organization United States				
	5.		Sole Voting Power		
			0		
Number of Shares	6		Chand Wating Dames		
Beneficially	6.		Shared Voting Power 0		
Owned by			·		
Each	7.		Sole Dispositive Power		
Reporting Person With			0		
reisen with	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0				
10.	10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruc				
	See Item 4 and Item 8				
11.	Percent of Class Represented by Amount in Row (9) 0%				
12.	Type of Reporting Person (Sec IN	e Instructions)			

STATEMENT ON SCHEDULE 13G

This is Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on February 14, 2012, as amended on February 14, 2013, February 14, 2014 and February 13, 2015. Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the Act), and as provided in the Joint Filing Agreement filed as Exhibit 1 to the original statement on Schedule 13G, each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons), have agreed to file one statement with respect to their beneficial ownership of common stock, par value 0.07 per share (Common Stock), of Nielsen Holdings plc (the Issuer) (as successor to Nielsen N.V.).

Item 1.	(a)	Name of Issuer:
	(b)	Nielsen Holdings plc Address of Issuer s Principal Executive Offices: 85 Broad Street
		New York, New York 10004
Item 2.	(a)	Name of Person Filing: KKR VNU Equity Investors, L.P.
		KKR VNU GP Limited
		KKR VNU (Millennium) Limited
		KKR VNU (Millennium), L.P.
		KKR Millennium Fund (Overseas), Limited Partnership
		KKR Associates Millennium (Overseas), Limited Partnership
		KKR Millennium Limited
		KKR SP Limited
		KKR Fund Holdings L.P.
		KKR Fund Holdings GP Limited
		KKR Group Holdings L.P.
		KKR Group Limited
		KKR & Co. L.P.
		KKR Management LLC

Henry R. Kravis

George R. Roberts

(b) Address of Principal Business Office, or, if none, Residence: The principal business office for all persons filing (other than George R. Roberts) is: c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street, Suite 4200 New York, NY 10019 The principal business office for George R. Roberts is: c/o Kohlberg Kravis Roberts & Co. L.P. 2800 Sand Hill Road, Suite 200 Menlo Park, CA 94025 Citizenship: (c) See Item 4 of each cover page. Title of Class of Securities: (d) Common stock, par value 0.07 per share. CUSIP Number: (e) N63218106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

See Item 9 of each cover page.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2016

KKR VNU EQUITY INVESTORS, L.P.

By: KKR VNU GP Limited, its general partner

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR VNU GP LIMITED

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR VNU (MILLENNIUM) LIMITED

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR VNU (MILLENNIUM), L.P.

By: KKR VNU (Millennium) Limited, its general partner

By: /s/Terence Gallagher
Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR MILLENNIUM FUND (OVERSEAS), LIMITED PARTNERSHIP

By: KKR Associates Millennium (Overseas), Limited

Partnership, its general partner

By: KKR Millennium Limited, its general partner

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR ASSOCIATES MILLENNIUM (OVERSEAS), LIMITED PARTNERSHIP

By: KKR Millennium Limited, its general partner

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR MILLENNIUM LIMITED

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR SP LIMITED

By: /s/Terence Gallagher
Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR FUND HOLDINGS L.P.

By: KKR Fund Holdings GP Limited, its general partner

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR FUND HOLDINGS GP LIMITED

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR GROUP HOLDINGS L.P.

By: KKR Group Limited, its general partner

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR GROUP LIMITED

By: /s/Terence Gallagher
Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR & CO. L.P.

By: KKR Management LLC, its general partner

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Chief Financial Officer

KKR MANAGEMENT LLC

By: /s/Terence Gallagher Name: Terence Gallagher

Title: Attorney-in-fact for William J. Janetschek,

Chief Financial Officer

HENRY R. KRAVIS

By: /s/Terence Gallagher
Name: Terence Gallagher
Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/Terence Gallagher
Name: Terence Gallagher
Title: Attorney-in-fact