

KASH ARWIN
Form 3
January 11, 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 *

KASH ARWIN

(Last) (First) (Middle)

770 BROADWAY

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2012

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)
Vice Chairman

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

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 Owned

1. 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

150,347

D

A

Common Stock

395,761

I

By CG Kash Holding, LLC ⁽¹⁾

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

SEC 1473 (7-02)

**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 control number.**

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)

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

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to purchase common stock (right to buy)	Â (2)	05/26/2019	Common Stock	65,624	\$ 16	D	Â
Options to purchase common stock (right to buy)	Â (3)	05/26/2019	Common Stock	10,937	\$ 32	D	Â
Options to purchase common stock (right to buy)	Â (4)	05/11/2018	Common Stock	60,000	\$ 30.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASH ARWIN 770 BROADWAY NEW YORK, NY 10003	Â	Â	Â Vice Chairman	Â

Signatures

/s/ Harris Black, authorized signatory

01/11/2012

__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) These securities are held by CG Kash Holding, LLC, a Delaware limited liability company of which the reporting person is the manager and sole voting member, for the benefit of the reporting person and a family trust. The reporting person disclaims beneficial ownership of the securities held by this limited liability company except to the extent of his pecuniary interest therein.

(2) Represents options to purchase shares of common stock of the Issuer, of which 32,812 are vested. An additional 16,406 and 8,203 will vest on December 31, 2012 and 2013, respectively. The remaining 8,203 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2012, or otherwise, on December 31, 2014.

(3) Represents options to purchase shares of common stock of the Issuer, of which 5,469 are vested. An additional 2,734 and 1,367 will vest on December 31, 2012 and 2013, respectively. The remaining 1,367 will vest if the Issuer meets or exceeds a pre-established EBITDA target for 2012, or otherwise, on December 31, 2014.

(4) Represents options to purchase shares of common stock of the Issuer, which will vest in four equal annual installments beginning on May 11, 2012.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â ConfirmingÂ Statement

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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