

Nielsen CO B.V.
Form 8-K
July 28, 2011

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) July 28, 2011

Nielsen Holdings N.V.

The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

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	001-35042	98-0662038
The Netherlands (State or other jurisdiction	333-142546-29 (Commission	98-0366864 (IRS Employer
of incorporation)	File Number)	Identification No.)
770 Broadway		Diemerhof 2
New York, New York 10003		1112 XL Diemen
(646) 654-5000		The Netherlands
		+31 20 398 8777
	(Address of principal executive offices)	
	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))

Item 2.02 Results of Operations and Financial Condition.

On July 28, 2011, Nielsen Holdings N.V. (the Company) issued a press release announcing its financial results for the second quarter ended June 30, 2011.

A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
No.**

Exhibit Description

99.1	Press Release, dated July 28, 2011, issued by Nielsen Holdings N.V. pertaining to the financial results for the second quarter ended June 30, 2011.
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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: July 28, 2011

NIELSEN HOLDINGS N.V.

THE NIELSEN COMPANY B.V.

By: /s/ JEFFREY R. CHARLTON
Name: **Jeffrey R. Charlton**
Title: **Senior Vice President and Corporate Controller**

(Principal Accounting Officer)