Nielsen Holdings plc Form 4/A January 11, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person <u>*</u> CALHOUN DAVID L			2. Issuer Name and Ticker or Trading Symbol Nielsen Holdings plc [NLSN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O NIELS STREET	(First) SEN N.V., 85 E	(Middle)	3. Date of (Month/D) 02/10/20	-	ansaction			_X_ Director Officer (give below)	10%	Owner r (specify	
NEW YOR	(Street)			ndment, Da nth/Day/Year 015	Č	1		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed ion Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/10/2015			F	3,994	D	\$ 43.87	759,437.56 (1)	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
CALHOUN DAVID L C/O NIELSEN N.V. 85 BROAD STREET NEW YORK, NY 10004	X						

Signatures

/s/Harris Black, authorized signatory 01/11/2016

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

Date

This Amendment is filed to correct the original Form 4 filed on February 12, 2015 to correct the amount of securities directly beneficially owned by the Reporting Person following the reported transaction disclosed in column 5. Due to administrative error, the original Form 4 inadvertently reported 1,159,437.56 shares of Issuer common stock instead of 759,437.56 shares. All subsequent reports filed by the Reporting Person after February 12, 2015 are deemed to include the modification herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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