

Nielsen N.V.  
Form 8-K  
August 03, 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): August 3, 2015**

**Nielsen N.V.**

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

**The Netherlands**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-35042**  
**(Commission**  
**File Number)**

**98-0662038**  
**(I.R.S. 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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. 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 7.01 Regulation FD Disclosure.**

On August 3, 2015, Valcon Acquisition Holding (Luxembourg) S. a. r. l. completed a sale of the remaining 7,367,544 shares of common stock of Nielsen N.V. held by it. As a result of this transaction, all of the private equity sponsors that held equity interests in Nielsen N.V. at the time of the company's January 2011 initial public offering have disposed of such interests.

**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.

Nielsen N.V.

Date: August 3, 2015

By: /s/ Harris A. Black  
**Harris A. Black**

**Secretary**