Blackstone Family Investment Partnership (Cayman) V-SMD L.P.
Form 4
March 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Capital Partners (Cayman) V L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Nielsen Holdings N.V. [NLSN]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2014		S		2,866,125 (1)	D	$ 46.25 (2)	10,558,018	I	See Footnotes (1) (3) (10) (11)
Common Stock	03/10/2014		S		90,187 (1)	D	$ 46.25 (2)	332,226	I	See Footnotes (1) (4) (10) (11)
Common Stock	03/10/2014		S		18,566 (1)	D	$ 46.25 (2)	68,393	I	See Footnotes (1) (5) (10) (11)

Common Stock	03/10/2014	S	2,653,535 (1)	D	$ 46.25 (2)	9,774,895	I	See Footnotes (1) (6) (10) (11)
Common Stock	03/10/2014	S	227,268 (1)	D	$ 46.25 (2)	837,194	I	See Footnotes (1) (7) (10) (11)
Common Stock	03/10/2014	S	45,867 (1)	D	$ 46.25 (2)	168,962	I	See Footnotes (1) (8) (10) (11)
Common Stock	03/10/2014	S	203,284 (1)	D	$ 46.25 (2)	748,843	I	See Footnotes (1) (9) (10) (11)

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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			
	Director	10% Owner	Officer	Other
Blackstone Capital Partners (Cayman) V L.P. C/O THE BLACKSTONE GROUP L.P.		X		

345 PARK AVENUE NEW YORK, NY 10154	
Blackstone Family Investment Partnership (Cayman) V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
Blackstone Participation Partnership (Cayman) V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
Blackstone Capital Partners (Cayman) V-A, L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
BCP (Cayman) V-S L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
BCP V Co-Investors (Cayman) L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
Blackstone Family Investment Partnership (Cayman) V-SMD L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X

Signatures

BLACKSTONE CAPITAL PARTNERS (CAYMAN) V L.P.; By: Blackstone Management Associates (Cayman) V L.P., its general partner; By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) V L.P.; By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date
BLACKSTONE PARTICIPATION PARTNERSHIP (CAYMAN) V L.P.; By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date
BLACKSTONE CAPITAL PARTNERS (CAYMAN) V-A, L.P.; By: Blackstone Management Associates (Cayman) V L.P., its general partner; By: BCP V GP L.L.C, its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014

**Signature of Reporting Person	Date
BCP (CAYMAN) V-S L.P.; By: Blackstone Management Associates (Cayman) V L.P., its general partner; By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date
BCP V CO-INVESTORS (CAYMAN) L.P.; By: Blackstone Management Associates (Cayman) V L.P., its general partner; By: BCP V GP L.L.C., its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date
BLACKSTONE FAMILY GP L.L.C., By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) V-SMD L.P.; By: Blackstone Family GP L.L.C., its general partner, By: /s/ John G. Finley, Chief Legal Officer	03/12/2014
**Signature of Reporting Person	Date

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).
(1)	These shares represent shares of common stock that were sold or are held by Valcon Acquisition Holding (Luxembourg) S.a.r.l. ("Luxco")
(2)	This amount represents the secondary price per share of the Issuer's common stock received by Luxco in an underwritten secondary block trade.
(3)	The securities are attributable to Blackstone Capital Partners (Cayman) V L.P. ("BCP V") through its ownership of securities of Luxco.
(4)	The securities are attributable to Blackstone Family Investment Partnership (Cayman) V L.P. ("BFIP V") through its ownership of securities of luxco.
(5)	The securities are attributable to Blackstone Participation Partnership (Cayman) V L.P. ("BPPV") through its ownership of securities Luxco.
(6)	The securities are attributable to Blackstone Capital Partners (Cayman) V-A, L.P. ("BCP V-A") through its ownership of securities of Luxco.
(7)	The securities are attributable to BCP (Cayman) V-S L.P. ("BCP V-S") through its ownership of securities of Luxco.
(8)	The securities are attributable to BCP V Co-Investors (Cayman) L.P. ("BCPVC") through its ownership of securities of Luxco.
(9)	The securities are attributable to Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("BFIP V-SMD") through its ownership of securities of Luxco.
(10)	Blackstone Management Associates (Cayman) V.L.P. ("BMA") is the general partner of each of BCP V, BCP V-A, BCP V-S and BCPVC, Blackstone LR Associates (Cayman) V Ltd ("BLRA") and BCP V GP L.L.C. are the general partners of BMA. The general partner of each of BFIP V and BPPV is BCP V GP L.L.C. The general partner of BFIP V-SMD is Blackstone Family GP L.L.C. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C.
(11)	The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone senior managing directors and controlled by its founder, Stephen A. Schwarzman. Mr. Schwarzman is director and controlling person of BLRA. Blackstone Family GP L.L.C. is controlled by its founding member , Mr. Schwarzman.

Remarks:

Due to the limitations of the Securities and Exchange Commission's EDGAR system, Blackstone Management Associates (Ca

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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Explanation of Responses: