

Nielsen Holdings N.V.
Form 8-K
April 11, 2014

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): April 11, 2014

Nielsen Holdings N.V.

The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

	001-35042	98-0662038
The Netherlands	333-142546-29	98-0366864
(State or other jurisdiction)	(Commission File Number)	(IRS Employer)

of incorporation)

Identification No.)

85 Broad Street

Diemerhof 2

New York, New York 10004

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 1.01 Entry Into a Material Definitive Agreement

On April 11, 2014, Nielsen Finance LLC and Nielsen Finance Co. (the Issuers), indirect wholly-owned subsidiaries of Nielsen Holdings N.V., parent company of The Nielsen Company B.V. (the Company), issued \$750 million aggregate principal amount of their 5.000% Senior Notes due 2022 (the notes), which mature on April 15, 2022, pursuant to an indenture, dated April 11, 2014, among the Issuers, the Guarantors (as defined therein) and Law Debenture Trust Company of New York, as trustee (the Indenture). The notes are guaranteed by the Company, VNU Intermediate Holding B.V. (VNU), Nielsen Holding and Finance B.V. (together with VNU and the Issuers, the Covenant Parties) and, subject to certain exceptions, each of their direct and indirect wholly-owned subsidiaries other than the Issuers, in each case to the extent that such entity is a borrower or provides a guarantee under the Company's senior secured credit agreements.

The Issuers will pay interest on the notes at a rate of 5.000% per annum, semi-annually on interest payment dates as provided in the Indenture.

Until April 15, 2017, the Issuers may, at their option, redeem up to 35% of the aggregate principal amount of the notes at a redemption price equal to 105.000% of the aggregate principal amount thereof with the net proceeds of one or more equity offerings so long as at least 65% of the aggregate principal amount of the notes originally issued under the Indenture remains outstanding following any such redemption.

The Indenture contains covenants that limit the Covenant Parties' ability and the ability of the Covenant Parties' restricted subsidiaries to, among other things: create liens on certain assets to secure debt; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets and enter into sale-leaseback transactions. These covenants are subject to a number of important limitations and exceptions. The Indenture also provides for events of default, which, if any of them occurs, would permit or require the principal, premium, if any, interest and any other monetary obligations on all the then-outstanding notes to be due and payable immediately.

The foregoing descriptions of the notes and the Indenture do not purport to be complete and are qualified in their entirety by reference to the Indenture, attached hereto as Exhibit 4.1.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth under Item 1.01 above is incorporated by reference into this Item 2.03.

Item 8.01 Other Events

On April 11, 2014, the Issuers provided notice of their election to redeem \$280,000,000 in aggregate principal amount of the \$1,080,000,000 aggregate principal amount currently outstanding 7.75% Senior Notes due 2018 (the Redeemed Notes). The Redeemed Notes will be redeemed on May 11, 2014 (the Redemption Date) at a redemption price (the Redemption Price) of 100% of the principal amount thereof plus an applicable make-whole premium as of the Redemption Date as specified in the indenture governing the Redeemed Notes plus accrued and unpaid interest on the Redeemed Notes to, but excluding, the Redemption Date. The Issuers will pay the Redemption Price on May 12, 2014, the first business day following the Redemption Date.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Description
Exhibit 4.1	Indenture, dated as of April 11, 2014, among Nielsen Finance LLC, Nielsen Finance Co., the Guarantors (as defined therein) and Law Debenture Trust Company of New York, as Trustee.

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: April 11, 2014

NIELSEN HOLDINGS N.V.

THE NIELSEN COMPANY B.V.

By: /s/ Harris A. Black

Name: Harris A. Black

**Title: Senior Vice President, General
Counsel Corporate and Secretary**

Exhibit Index

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