

Nielsen Holdings N.V.
Form 8-K
May 05, 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): May 2, 2014

Nielsen Holdings N.V.

The Nielsen Company B.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction)

001-35042
333-142546-29
(Commission)

98-0662038
98-0366864
(IRS Employer)

of incorporation)

File Number)

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 8.01 Other Events.

In accordance with applicable New York Stock Exchange rules requiring that certain committees of a listed company's board of directors be fully independent within one year of the listed company ceasing to be a controlled company, effective May 2, 2014, Alexander Navab and Ganesh Rao stepped down from their positions on the Compensation Committee and the Nomination and Corporate Governance Committee of the Board of Directors of Nielsen Holdings N.V. Accordingly, as of such date, such committees are fully independent. Messrs. Navab and Rao remain members of Nielsen Holdings N.V.'s Board of Directors.

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: May 5, 2014

NIELSEN HOLDINGS N.V.

THE NIELSEN COMPANY B.V.

By: /s/ James W. Cuminale
Name: **James W. Cuminale**
Title: **Chief Legal Officer**