

Nielsen Holdings N.V.
Form 3/A
March 28, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Blackstone Capital Partners (Cayman) V L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10154</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/25/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Nielsen Holdings N.V. [NLSN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer ____ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/25/2011</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,866,424	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(10)</u> <u>(11)</u>
Common Stock	813,928	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(10)</u> <u>(11)</u>
Common Stock	167,557	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(10)</u> <u>(11)</u>
Common Stock	23,947,827	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(10)</u> <u>(11)</u>
Common Stock	2,051,067	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(10)</u> <u>(11)</u>
Common Stock	413,945	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u>
Common Stock	1,834,613	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
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	^	^ X	^	^

NEW YORK, NY 10154

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; Title: Chief Legal Officer 03/28/2012

__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; Title: Chief Legal Officer 03/28/2012

__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; Title: Chief Legal Officer 03/28/2012

__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; Title: Chief Legal Officer 03/28/2012

__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; Title: Chief Legal Officer 03/28/2012

__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; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

BLACKSTONE FAMILY GP L.L.C.; By: /s/ John G. Finley; Title: Chief Legal Officer 03/28/2012

__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; Title: Chief Legal Officer 03/28/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This amended Form 3 is being filed solely to add additional entities affiliated with the direct holders of the reported securities reported herein as Reporting Persons which may be deemed to indirectly beneficially own the securities reported herein.
- (2) These shares represent shares of common stock held by Valcon Acquisition Holding (Luxembourg) S.a.r.l. a private limited company incorporated under the laws of Luxembourg ("Luxco").
- (3)

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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 of 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 BFIPV and BPPV is BCP V GP L.L.C. The general partner of BFIPV-SMD is Blackstone Family GP L.L.C. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C.

- (11) 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. 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's 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.

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Remarks:

Due to the limitations of the Securities and Exchange Commission's EDGAR system, 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 BFIPV and BPPV is BCP V GP L.L.C. The general partner of BFIPV-SMD is Blackstone Family GP L.L.C. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C.

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except as otherwise indicated.

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.