

KENNY DAVID W
 Form 4
 December 04, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNY DAVID W

(Last) (First) (Middle)

C/O NIELSEN HOLDINGS PLC, 85
 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Nielsen Holdings plc [NLSN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/03/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/03/2018		A		487,505 <u>(1)</u>	A	\$ 0 487,505 D
Common Stock	12/03/2018		A		54,285 <u>(2)</u>	A	\$ 0 541,790 D

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

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SEC 1474
 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 25.79	12/03/2018		A	367,031	⁽³⁾ 12/03/2025	Common Stock 367,031
Options to Purchase Common Stock (right to buy)	\$ 40	12/03/2018		A	750,000	⁽⁴⁾ 12/03/2025	Common Stock 750,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNY DAVID W C/O NIELSEN HOLDINGS PLC 85 BROAD STREET NEW YORK, NY 10004	X		Chief Executive Officer	

Signatures

/s/ Emily Epstein, Authorized Signatory
 12/04/2018
**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) Represents restricted stock units of the Issuer, which ratably vest in three equal annual installments beginning on December 31, 2019.
- (2) Represents restricted stock units of the Issuer, which vest on December 3, 2021.
- (3)

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These options to purchase shares of common stock are subject to both performance and time vesting requirements. The performance vesting requirement will be satisfied upon the Issuer's common stock achieving a closing market price per share of at least \$32.24 for a period of at least 21 consecutive trading days before December 31, 2021. The time vesting requirement will be satisfied in three equal annual installments beginning on December 31, 2019.

- (4) Represents options to purchase shares of common stock of the Issuer, which ratably vest in annual installments over 3 years beginning one year after the grant date (December 3, 2018).

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.