

Nielsen Holdings plc
Form 11-K
June 27, 2016
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the period from January 1, 2015 through December 29, 2015

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-35042

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

The Nielsen Company Savings Plan

Plan Number: 003

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Nielsen Holdings plc

85 Broad Street

New York, New York 10004

Table of Contents

THE NIELSEN COMPANY SAVINGS PLAN

TABLE OF CONTENTS

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	1
<u>Financial Statements</u>	
<u>Statements of Net Assets Available for Benefits</u>	2
<u>Statements of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to Financial Statements</u>	4-16
SUPPLEMENTAL SCHEDULE:	
<u>Schedule H Part IV Line (i) of IRS Form 5500 - Schedule of Assets (Held at End of Year) December 29, 2015 (date of Plan assets transfer)</u>	17
<u>SIGNATURES</u>	18
EXHIBITS	
Exhibit 23.1 Consent of Independent Registered Public Accounting Firm	1
Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Retirement Plan Administrative Committee of

TNC US Holdings, Inc.

We have audited the accompanying statements of net assets available for benefits of The Nielsen Company Savings Plan (the Plan) as of December 29, 2015 (date of Plan assets transfer) and December 31, 2014 and the related statements of changes in net assets available for benefits for the period from January 1, 2015 through December 29, 2015 (date of Plan assets transfer) and the year ended December 31, 2014. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 29, 2015 (date of Plan assets transfer) and December 31, 2014 and the changes in net assets available for benefits for the period from January 1, 2015 through December 29, 2015 (date of Plan assets transfer) and the year ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 29, 2015 (date of Plan assets transfer) is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ WeiserMazars LLP

New York, NY

June 27, 2016

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****Statements of Net Assets Available for Benefits****December 29, 2015 (date of Plan assets transfer) and December 31, 2014**

	2015	2014
Assets		
Investments in master trust at fair value:		
Cash	\$ 1,198	\$ 96,348
Nielsen stock fund		92,380
Registered investment companies		19,574,821
Common/ collective trusts		11,075,661
	1,198	30,839,210
Receivables:		
Notes receivable from participants		471,038
Employee contributions receivable		31,866
Employer matching contributions receivable		9,450
		512,354
Liabilities		
Payables:		
Due to The Nielsen Company 401(k) Plan	1,198	
Due to Nielsen		10,239
Net assets available for benefits at fair value		31,341,325
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(76,329)
Net assets available for benefits	\$	\$ 31,264,996

The accompanying notes are an integral part of these financial statements

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****Statements of Changes in Net Assets Available for Benefits****For the Period from January 1, 2015 through December 29, 2015 and the Year Ended December 31, 2014**

	2015	2014
Additions to net assets attributed to		
Contributions:		
Participants' compensation reduction	\$ 1,551,330	\$ 1,574,146
Employer matching and discretionary	477,005	445,811
Participants' rollover accounts	408,349	69,573
 Total contributions	 2,436,684	 2,089,530
Investment income:		
Net appreciation in fair value of investments	352,877	501,803
Interest and dividends on investments	288,371	1,391,820
 Net investment income	 641,248	 1,893,623
Interest income on participant loans	18,141	18,522
 Total additions	 3,096,073	 4,001,675
Deductions from net assets attributed to		
Plan distributions to terminated or retired plan participants and to authorized rollover accounts	3,876,717	2,977,326
Administrative fees and expenses, net of revenue credits of \$8,556 in 2015 and \$10,239 in 2014	5,540	7,858
 Total deductions	 3,882,257	 2,985,184
 (Decrease) Increase in net assets available for benefits	 (786,184)	 1,016,491

Edgar Filing: Nielsen Holdings plc - Form 11-K

Transfers of assets (out of)/ into the Plan, net	(30,478,812)	6,778,029
Net assets available for benefits		
Beginning of the year	31,264,996	23,470,476
End of the year	\$	\$ 31,264,996

The accompanying notes are an integral part of these financial statements

Table of Contents

THE NIELSEN COMPANY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 29, 2015 (date of Plan assets transfer) and December 31, 2014

1. Plan Description

The following description of The Nielsen Company Savings Plan (the "Plan") provides only general information. A more complete description of the Plan, including eligibility requirements and vesting provisions, is contained in the Plan document.

General

The Plan is a retirement savings plan which covers all eligible hourly paid employees of TNC US Holdings, Inc. and its subsidiaries and affiliates that have been designated to participate in the Plan (collectively, the "Company" or "Nielsen"). The Plan provides deferred compensation benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was originally established on January 1, 2006 and has been amended and restated to conform the Plan's provisions to those required by subsequent revisions to ERISA statutes and to the provisions of the plans for other Nielsen subsidiaries, which were merged into the Plan.

The Company is also the sponsor of The Nielsen Company 401(k) Savings Plan (the "401(k) Plan"), a defined contribution plan established for salaried employees. When a participant's employment status changes from hourly paid to salaried, such participant will remain in the Plan for the balance of the Plan year. If the participant's status does not change again before the end of the Plan year, the participant's participation in the Plan will end and will begin in the 401(k) Plan on the first of January immediately following the change in status (see Note 9). On December 9, 2015, the board of directors of the Company authorized the transfer of the Plan assets effective December 29, 2015. Effective December 29, 2015, the Plan assets were transferred and merged into the 401(k) Plan. The participants of the Plan were credited with their prior service in the 401(k) Plan for vesting and eligibility purposes.

Effective October 8, 2014, employees of Affinova, Inc. ("Affinova") which was acquired by the Company were eligible to participate in the Plan. The assets of participants who were employees of Affinova were transferred into the Plan (see Note 9) effective March 30, 2015, when the Affinova defined contribution plan was merged with the Plan. The Affinova employees were credited with their prior service in the Plan for vesting and eligibility purposes.

Effective August 1, 2014, hourly paid employees of Harris Interactive ("Harris") which was acquired by the Company were eligible to participate in the Plan. The assets of participants who were employees of Harris were transferred into the Plan (see Note 9) effective July 2014, when the Harris defined contribution plan was merged with the Plan. The Harris employees were credited with their prior service in the Plan for vesting and eligibility purposes.

Fidelity Management Trust Company (the "Trustee") manages several separate investment funds (the "Trust") on behalf of the Plan. The Trustee has been granted custodial authority over the Trust. The Retirement Plan Administrative Committee is responsible for the administration of the Plan. Each participant's account is invested in the investment funds in the proportion directed by the participant for both employer and employee contributions.

Eligibility

Edgar Filing: Nielsen Holdings plc - Form 11-K

As described in the Plan document, full-time hourly employees can participate in the Plan on the date of their employment. Part-time hourly employees are eligible to participate upon completion of one year of service in which the employee earns at least 1,000 hours. A part-time employee who fails to earn 1,000 hours during the first 12 months of employment will become eligible to participate on January 1 following the first calendar year in which an employee works 1,000 hours.

Table of Contents

THE NIELSEN COMPANY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 29, 2015 (date of Plan assets transfer) and December 31, 2014

Contributions

The Plan provides for contributions made by eligible employees and by the Company. The Plan allows for the following types of contributions:

Compensation reduction (before tax and after tax)

Catch-up contributions

Rollover contributions

Roth contributions (after tax)

Employer matching contributions

Employer discretionary contributions

Employer profit sharing contributions

Qualified employer profit sharing contributions

The compensation reduction contribution is a contribution of 1% to 50% of an employee's eligible compensation, subject to certain IRS limitations made to a participant's account through payroll withholdings as elected by the employee. Employee contributions may be further limited as a result of various tests, required under ERISA, including those related to highly compensated employees. The maximum dollar limit for the compensation reduction contribution was \$18,000 and \$17,500 for each of the years ended December 31, 2015 and 2014, respectively.

Participants who are at least 50 years of age are eligible to make a catch-up contribution if the participant contributes at least 6% of eligible compensation and the statutory maximum before tax compensation reduction contribution. Catch-up contributions are limited by statute to \$6,000 and \$5,500 for 2015 and 2014, respectively. Employees may also make rollover contributions of vested benefits from other defined contribution plans.

The employer matching contributions are equal to 50% of a participant's before tax compensation reduction contribution, up to a maximum of 6% of the participant's eligible compensation.

The employer profit sharing contribution is a discretionary contribution made by the Company and allocated to all employees regardless of whether the employee elected to make voluntary compensation reduction contributions to the Plan. These contributions are allocated to each employee's account in the same proportion that each employee's eligible compensation, as limited by the Internal Revenue Code (\$265,000 and \$260,000 for 2015 and 2014, respectively) bears to the total compensation of all employees who qualify. The Trustee opened eligible accounts for those qualifying employees who have elected not to make voluntary compensation reduction contributions to the Plan. An employee who is not a participant becomes partially or fully vested in his account in the same manner as in the vesting requirements described in Note 1. The Company did not make any employer profit sharing contribution in 2015 or 2014.

The qualified employer profit sharing contribution is a discretionary contribution made by the Company and allocated to all non-highly compensated employees regardless of whether or not the non-highly compensated employee elected to make voluntary compensation reduction contributions to the Plan.

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014**

These contributions are allocated to each non-highly compensated employee's account in the same proportion that each non-highly compensated employee's eligible compensation bears to the total eligible compensation of all non-highly compensated employees who qualify. The Trustee opened accounts for those non-highly compensated employees who have elected not to make voluntary compensation reduction contributions to the Plan. A non-highly compensated employee who is not a participant becomes fully vested in his account in the same manner as in the vesting requirements documented in Note 1. No qualified employer profit sharing contribution was made in 2015 or 2014.

Participant Accounts

Each participant's account is credited with the participant's compensation reduction contribution, catch-up contribution, Roth contribution, rollover contribution, employer matching contribution, employer discretionary contribution, an allocation of both employer profit sharing contribution and qualified employer profit sharing contribution, and Plan earnings, as defined in the Plan. The benefit to which a participant is entitled is that attributable to his or her vested balance.

Vesting

A participant is entitled to a 100% non-forfeitable interest in the value of his account attributable to compensation reduction contributions, catch-up contributions, rollovers, and qualified employer profit sharing contributions at all times, along with Plan earnings thereon.

Effective March 31, 2015, a participant becomes fully vested in his account attributable to employer matching contributions, employer discretionary contributions, and employer profit sharing contributions, as follows:

Years of Service	Vesting Percentages
1	0%
2	100%

Prior to March 31, 2015, a participant becomes fully vested in his account attributable to employer matching contributions, employer discretionary contributions, and employer profit sharing contributions after three years of service.

Retirement

The normal retirement date is defined as the anniversary date nearest to the date the participant attains age 65. Early retirement is available at age 55. If a participant retires prior to the normal retirement date and has a vested account balance of greater than \$5,000, the participant must submit a request in writing in order to receive a distribution prior to the normal retirement age.

Distribution of Benefits

Upon separation from service, a participant can request a withdrawal of the vested portion of the amount credited to his or her account. In the case of death or disability while employed, the participant is deemed to be 100% vested. If the participant is married, his or her spouse will automatically become the beneficiary, unless otherwise indicated by the participant. If the participant is single, his or her estate will automatically become the beneficiary, unless otherwise indicated by the participant.

Table of Contents

THE NIELSEN COMPANY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 29, 2015 (date of Plan assets transfer) and December 31, 2014

A lump sum distribution is the sole distribution option available under the Plan, except for certain grandfathered plan provisions from former plans related to Company acquisitions.

A participant who terminates employment with a vested balance greater than \$5,000 may elect to receive a deferred lump sum distribution. As required by statute, no election may be made by a participant to postpone distribution beyond April 1st of the year following the year a participant reaches age 70 1/2.

If a participant terminates employment with a vested balance greater than \$1,000 but less than \$5,000, the participant may elect to receive a lump sum distribution or roll the distribution to a qualifying retirement account. However, if the participant fails to make an affirmative election, the participant's vested balance will automatically roll over to an individual retirement account.

If a participant terminates employment with a vested balance of \$1,000 or less, an automatic lump sum distribution will be made without the participant's consent. However, the participant may elect to roll over the distribution to another qualifying retirement account.

Withdrawals

A withdrawal cannot be made from the pre-tax compensation reduction contribution account, the catch-up contribution account, the employer matching contribution account, the employer discretionary contribution account, the employer profit sharing contribution account, or the qualified employer profit sharing contribution account by a participant or beneficiary prior to separation from service, death, disability, attainment of age 59 1/2, termination of the plan without establishment of a successor plan or due to financial hardship. No withdrawal can be in excess of the vested employee and employer contributions in these accounts. Hardship withdrawals are subject to the approval of the Company. Partial or total withdrawals from employee rollover and after tax contribution accounts can be made at any time.

Forfeitures

Forfeitures apply to employer matching contribution accounts, employer discretionary contribution accounts, employer profit sharing contribution accounts and qualified employer profit sharing contributions accounts. All forfeitures can be utilized to reduce the employer matching, discretionary and profit sharing contribution, to defray the expenses of the Plan, or to make Plan corrections. Total forfeitures of \$0 and \$28,700 were used to reduce employer matching contributions for 2015 and 2014, respectively. At December 29, 2015 and 2014, the Plan's forfeiture account balance was \$0 and \$6,491, respectively, which amounts were included in the statements of net assets available for benefits.

Rollovers

A participant may rollover all or part of his or her interest in another qualified 401(k) subject to the approval of the Trustee as the Plan's representative. The participant will be 100% vested in this account and the rollover account will not be subject to forfeiture for any reason.

Table of Contents

THE NIELSEN COMPANY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 29, 2015 (date of Plan assets transfer) and December 31, 2014

Notes Receivable from Participants

A participant may request a loan of up to 50% of his or her vested account balance, not to exceed \$50,000. The note receivable shall bear interest at one percent (1%) over the prime rate as calculated by Reuters on the last business day of the month immediately preceding the date the loan is granted. The interest rate at the inception of the loan shall remain in effect for the duration of the loan. Interest on participant loans ranged from 3.25% to 4.25% at December 29, 2015 and December 31, 2014. Loans are repayable over a period not to exceed 60 months, except for mortgage loans for a primary residence, which may be for a period not to exceed the lesser of the remaining years to retirement or 30 years. Loans are collateralized by the participant's vested account balance. Repayments of principal and interest are made through equal monthly payroll deductions. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities and reported income and expenses. Actual results could differ from those estimates.

Investments

The Plan's investment assets consist of an interest in a master trust, which are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sale of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by the Plan through a common collective trust fund are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the

adjustment of the fully-benefit responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Table of Contents

THE NIELSEN COMPANY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 29, 2015 (date of Plan assets transfer) and December 31, 2014

Risks and Uncertainties

The Plan's investments are concentrated in funds that invest in marketable securities. Such securities are subject to various risks that determine the value of the fund. Due to the level of risk associated with certain equity securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect participants' account balances and the value of investments reported in the financial statements.

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Expenses

Administrative fees and expenses are reflected net of Trustee fund revenue credits (see Note 8). Expenses of administering the Plan may be paid from either Plan forfeitures, Trustee fund revenue credits or by the Company. All expenses for the plan year ended December 29, 2015 were paid from the Trustee fund revenue credits or by the Company except for loan administrative expenses and short-term trading fees which were paid from the individual's Plan participant accounts. Plan expenses of approximately \$10,000 for the plan year ended December 31, 2014 were advanced by the Company on behalf of the Plan and was paid in 2015 from available Trustee fund revenue credits. 2014 loan administrative expenses and short term trading fees were paid from the individual's Plan participant accounts.

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014****3. Investments**

The following is a summary of the investment information regarding the Plan as of December 29, 2015 and December 31, 2014, and for the years then ended, included in the Plan's financial statements and supplemental schedule.

The investments and the investment results as of December 29, 2015 and December 31, 2014 and for the years then ended were:

	2015	2014
The Nielsen Company Master Trust	\$ 1,198(*)	\$ 30,762,881(*)
	2015	2014
Net (depreciation)/appreciation in fair value of investments		
Nielsen stock fund	\$ 1,198	\$ (928)
Registered investment companies	19,069	(14,896)
Common / collective trusts	332,610	517,627
Total net appreciation in fair value of investments	\$ 352,877	\$ 501,803
Interest and dividend income	\$ 288,371	\$ 1,391,820

(*) Represents 5% or more of total Plan assets.

4. Fully Benefit-Responsive Investment Contracts

Common/collective trusts include Fidelity's Managed Income Portfolio I Fund and Managed Income Portfolio II Fund, each an available Plan investment option, that invests in fixed-income securities or bond funds and enters into wrap contracts issued by third parties, and invests in cash equivalents represented by shares in money market funds. These investment contracts are fully benefit-responsive and are measured at contract value as described in Note 2. Contract value, as reported in the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of the investments at contract value. The fair value amounted to approximately \$0 million and \$5.3 million as of December 29, 2015 and December 31, 2014, respectively. The contract value amounted to approximately \$0 million and \$5.2 million as of December 29, 2015 and December 31, 2014, respectively.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. These events include premature termination of the contracts by the plan, layoffs, plan termination, bankruptcy, mergers and early retirement incentives. The Plan administrator does not believe that the occurrence of any of these events, which would also limit the Plan's ability to transact at contract value with participants, is probable.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield earned by the Plan was approximately 1.18% and 1.57% for the Managed Income Portfolio I Fund and Managed Income Portfolio II Fund, respectively, for 2015 and 0.96% and 1.36% for the Managed Income Portfolio I Fund and Managed Income Portfolio II Fund, respectively, for 2014. The average yield earned by the Plan based on the actual interest rates credited to participants was approximately 1.12% and 3.07% for the Managed Income Portfolio I Fund and Managed Income Portfolio II Fund, respectively for period from January 1, 2015 through December 29, 2015 and 0.82% and 1.41% for the Managed Income Portfolio I Fund and Managed Income Portfolio II Fund, respectively, for year ended December 31, 2014.

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014****5. The Nielsen Company Master Trust**

On January 1, 2006, the Company established The Nielsen Company Master Trust (Master Trust) in order to hold and invest the assets of the Plan and the Savings Plan. The undivided interest of the Plan is adjusted (i) for the entire amount of every contribution received on behalf of the Plan, every benefit payment or other expense attributable solely to the Plan, and every other transaction relating only to the Plan; and (ii) for every item of collected or accrued income, gain or loss, and general expense attributable to the Plan only.

Net assets of the Master Trust were as follows as of December 31, 2015 and December 31, 2014:

	2015	2014
Assets		
Cash, interest-bearing	\$ 23,813,240	\$ 22,079,712
Nielsen stock fund	6,310,513	5,147,142
Registered investment companies	243,178,646	889,492,687
Common/collective trusts	970,216,740	345,488,619
Total assets	1,243,519,139	1,262,208,160
Liabilities due to Nielsen		(487,501)
Net assets	\$ 1,243,519,139	\$ 1,261,720,659

Investment results of the Master Trust were as follows for the years ended December 31, 2015 and December 31, 2014:

Net (depreciation)/appreciation in fair value of investments		
Nielsen stock fund	\$ 221,571	\$ (99,536)
Registered investment companies	(12,382,496)	(1,190,254)
Common/collective trusts	5,530,599	21,919,703
Total net (depreciation)/appreciation in fair value of investments	(6,630,326)	20,629,913

Edgar Filing: Nielsen Holdings plc - Form 11-K

Interest and dividends	13,067,569	68,306,613
Administrative expenses	(66,217)	(65,150)
Net transfers (out of)/ in to the Master Trust	(24,572,546)	103,585,599
(Decrease)/Increase in net assets of the Master Trust	\$ (18,201,520)	\$ 192,456,975

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014**

The participating plans' percentage interests in the net assets of the Master Trust as December 31, 2015 and December 31, 2014 are as follows:

	2015	
	Amount	Percent
The Nielsen Company 401(k) Savings Plan	\$ 1,243,517,941(*)	100.0%
The Nielsen Company Savings Plan	1,198(*)	
	\$ 1,243,519,139	100.0%

	2014	
	Amount	Percent
The Nielsen Company 401(k) Savings Plan	\$ 1,230,968,017(*)	97.6%
The Nielsen Company Savings Plan	30,752,642(*)	2.4
	\$ 1,261,720,659	100.0%

(*) at fair value with the exception of fully benefit-responsive investment contracts that were reported at contract value

6. Fair Value Measurements

The Master Trust complies with the accounting standard which defines fair value, prescribes methods for measuring fair value, establishes a fair value hierarchy based on the input levels to measure fair value and expands financial statement disclosures. The three input levels of the fair value hierarchy are described as follows:

Level 1 Unadjusted quoted prices for identical assets or liabilities in active markets

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; model derived valuations whose inputs are observable.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014**

The following is a description of the valuation methodologies used for assets measured at fair value:

Cash, interest-bearing: Valued at cost plus accrued interest which approximates fair value.

Nielsen stock fund: Valued at the unadjusted quoted market price of Nielsen Holdings plc at the daily close of the New York Stock Exchange.

Registered investment companies: Valued at unadjusted quoted prices in active markets based on net asset value of shares determined by the underlying securities held at year-end.

Common/collective trusts: Valued at net asset value of the shares determined by the underlying securities held by the Master Trust at year-end.

Assets of the Master Trust at fair value measured on a recurring basis as of December 29, 2015 are as follows:

	Level 1	Level 2	Total
Cash, interest bearing	\$ 23,813,240	\$	\$ 23,813,240
Nielsen stock fund	6,310,513		6,310,513
Registered investment companies			
Fixed income	29,817,846		29,817,846
Balanced funds			
U.S. large cap equity funds			
U.S. mid cap equity funds	127,294,638		127,294,638
U.S. small cap equity funds			
International equity funds	86,066,162		86,066,162
Common/collective trusts			
Fixed income		154,285,125	154,285,125
Specialty funds		330,484,017	330,484,017
U.S. mid cap equity funds		59,599,950	59,599,950
U.S. large cap equity funds		426,546,222	426,546,222
Total assets measured at fair value	\$ 273,302,399	\$ 970,915,314	\$ 1,244,217,713

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014**

Assets of the Master Trust at fair value measured on a recurring basis as of December 31, 2014 are as follows:

	Level 1	Level 2	Total
Cash, interest bearing	\$ 22,079,712	\$	\$ 22,079,712
Nielsen stock fund	5,147,142		5,147,142
Registered investment companies			
Fixed income	27,854,457		27,854,457
Balanced funds	88,619,516		88,619,516
U.S. large cap equity funds	268,748,136		268,748,136
U.S. mid cap equity funds	92,465,996		92,465,996
U.S. small cap equity funds	109,437,092		109,437,092
International equity funds	92,199,598		92,199,598
Specialty funds	210,167,892		210,167,892
Common/collective trusts			
Fixed income		167,388,560	167,388,560
U.S. large cap equity funds		179,590,540	179,590,540
 Total assets measured at fair value	 \$ 916,719,541	 \$ 346,979,100	 \$ 1,263,698,641

The following summarizes the Master Trust's Level 2 investments measured at fair value based on net asset value per share:

December 29, 2015	Fair Value	Unfunded commitment	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio II	\$ 98,001,014	n/a	Daily	None for participants; 12 months for plan sponsor
Fidelity US Equity Index Commingled Pool	\$ 426,546,222	n/a	Daily	None
Fidelity Low Priced Stock Fund	\$ 59,599,950	n/a	Daily	90 days for participants and plan sponsors
Vanguard Target Retirement Funds	\$ 330,484,017	n/a	Daily	None

Pyramis Core Plus Commingled Pool	\$ 56,284,111	n/a	Daily	None for participants; 15 business day notice for plan sponsor
-----------------------------------	---------------	-----	-------	--

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014**

December 31, 2014	Fair Value	Unfunded commitment	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio I	\$ 2,315,538	n/a	Daily	None for participants; 12 months for plan sponsor
Fidelity Managed Income Portfolio II	\$ 101,208,007	n/a	Daily	None for participants; 12 months for plan sponsor
Fidelity US Equity Index Commingled Pool	\$ 179,590,540	n/a	Daily	None
Pyramis Core Plus Commingled Pool	\$ 63,865,015	n/a	Daily	None for participants; 15 business day notice for plan sponsor

7. Tax Status

On April 17, 2012, the Plan received a favorable determination from the Internal Revenue Service (the IRS) for all amendments made to the Plan as of December 20, 2010. Certain amendments were made from 2011 through 2015; however, the plan administrator believes that the Plan has been operated in a manner that does not jeopardize its tax status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan's management has analyzed the tax positions taken by the Plan, and has concluded that as of December 29, 2015, there are no uncertain position taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's management believes they are no longer subject to tax examinations for years prior to 2012.

8. Related Party Transactions

Participants are allowed to invest up to a maximum of 25% of their Plan contributions in the Nielsen Stock Fund, an investment fund that exclusively invests in the common stock of Nielsen Holdings plc, the ultimate parent of the Company. As of December 31, 2015 and 2014, the Plan held 0 and 906 shares of the Nielsen Stock Fund, respectively. The Plan recorded an unrealized depreciation in fair value of \$8,190 and realized gain of \$13,644 and an unrealized depreciation in fair value of \$5,293 and realized gain of \$3,186 for the years ended December 29, 2015 and

2014, respectively, in connection with the investments in the Nielsen stock fund. These transactions qualify as party-in-interest transactions.

Certain Plan investments are managed by the Plan Trustee and, therefore, these transactions qualify as party-in-interest transactions. The terms of the Trust Agreement between the Plan Trustee and the Company provide for a payment in arrears by the Trustee, of a quarterly revenue credit to the Plan. The terms of the Trust agreement provide for the revenue credit to be either applied and used to offset Plan expenses or at the option of the Company, the revenue credit may also be allocated to the participant accounts. For the years ended December 29, 2015 and December 31, 2014, the Company elected to apply such credits to pay for and offset Plan expenses. Trustee fees incurred by the Plan prior to the offset of the available revenue credits for the plan years ended December 29, 2015 and December 31, 2014 were \$1,213 and \$8,089, respectively.

Table of Contents**THE NIELSEN COMPANY SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****December 29, 2015 (date of Plan assets transfer) and December 31, 2014****9. Transfer of Assets**

Transfers of net assets to (from) the Plan during the period from January 1, 2015 through December 29, 2015 (Date of plan assets transfer) and the year ended December 31, 2014 were as follows:

	2015	2014
Transferred to/(from) the Plan from/to the 401(k) Savings Plan	\$ (468,754)	\$ 6,156,500
Transfers to plan merged into / (divested) during the year		
401(k) Savings Plan	(30,045,987)	
Affinova	35,929	
Harris		621,529
	\$ (30,478,812)	\$ 6,778,029

10. Reconciliation Between Financial Statements and Form 5500

The following is a reconciliation of additions to net assets per the financial statements for the years ended December 29, 2015 and December 31, 2014 to Form 5500:

	2015	2014
Total additions to net assets per the financial statements:	\$ 3,096,073	\$ 4,001,675
Changes in adjustment from contract value to fair value for fully benefit-responsive investment contracts:	(76,329)	9,869
Total income per Form 5500	\$ 3,019,744	\$ 4,011,544

12. Subsequent Events

The Company has evaluated subsequent events through June 27, 2016, the date the financial statements were available for issuance.

Table of Contents

SUPPLEMENTAL SCHEDULE

The Nielsen Company Savings Plan

Schedule H Part IV Line (i) of IRS Form 5500

Schedule of Assets (Held at End of Year)

December 29, 2015 (date of Plan assets transfer)

EIN: 22-2145575

Plan #: 003

(a)

Person Known to be

(a)	(b)	(c)	(e)
a Party in Interest to the Plan (*)	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment (Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value)	Current Value
*	The Nielsen Company Master Trust	Investment interest in the Master Trust	\$ 1,198

\$ 1,198

* Investment in Nielsen Holdings plc, the ultimate parent of TNC US Holdings, Inc., the sponsor of the Plan, which is included in the Master Trust.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed by the undersigned, hereunto duly authorized.

The Nielsen Company Savings Plan

Date: June 27, 2016

By: /s/ Brendon Perkins
Brendon Perkins
Vice President, Global Benefits and Mobility