

Nielsen Holdings plc
Form 8-K
January 26, 2017

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): January 25, 2017

NIELSEN HOLDINGS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction

of incorporation or
organization)

001-35042
(Commission

File Number)

99-1225347
(IRS Employer

Identification No.)

| | |
|---------------------------------|---|
| 85 Broad Street | AC Nielsen House |
| New York, New York 10004 | London Road |
| +1 (646) 654-5000 | Oxford |
| | Oxfordshire OX3 9RX |
| | United Kingdom |
| | +1 (646) 654-5000 |
| | (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 7.01 Regulation FD Disclosure.

On January 25, 2017, Nielsen Holdings plc (the Company) announced that its indirect wholly owned subsidiary, The Nielsen Company (Luxembourg) S.à r.l., proposed to offer, through a private placement, \$500,000,000 aggregate principal amount of senior notes due 2025, subject to market and other conditions. The full text of the press release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

On January 25, 2017, the Company issued a press release announcing the pricing of the private placement of \$500,000,000 aggregate principal amount of 5.000% senior notes due 2025. The full text of the press release is furnished herewith as Exhibit 99.2, and is incorporated herein by reference.

The registrant is furnishing the information in this Current Report on Form 8-K and in Exhibits 99.1 and 99.2 to comply with Regulation FD. Such information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits (furnished solely for purposes of Item 7.01 of this Form 8-K).

Exhibit 99.1 Press Release, dated January 25, 2017.

Exhibit 99.2 Press Release, dated January 25, 2017.

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: January 25, 2017

NIELSEN HOLDINGS PLC

By: /s/ Emily Epstein

Name: Emily Epstein

Title: Secretary