

Nielsen Holdings plc
Form 8-K
January 04, 2019

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 2, 2019

NIELSEN HOLDINGS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation or organization)

85 Broad Street

001-35042
(Commission
file number)

98-1225347
(I.R.S. employer
identification number)

Nielsen House

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New York, New York 10004

+1 (646) 654-5000

John Smith Drive

Oxford

Oxfordshire OX4 2WB

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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 2, 2019, Eric J. Dale, the Chief Legal Officer of Nielsen Holdings plc (the **Company**), informed the Company of his election to resign and depart from the Company to pursue an external opportunity. On January 4, 2019, the Company announced the appointment of George D. Callard as Mr. Dale's successor, effective January 22, 2019. Mr. Dale will remain with the Company through February 1, 2019 to support the transition to Mr. Callard. The Company's press release dated January 4, 2019, concerning Mr. Callard's appointment and Mr. Dale's resignation is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following Exhibit is filed herewith:

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | <u>Press Release dated January 4, 2019</u> |

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.

Dated: January 4, 2019

NIELSEN HOLDINGS PLC

By: /s/ Emily Epstein

Name: Emily Epstein

Title: Secretary