

Hasker Stephen
Form 4
December 27, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Hasker Stephen

(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)
12/22/2017

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 Operating 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	(A) or (D)	Price			
Common Stock	12/22/2017		M ⁽¹⁾		23,437	A	\$ 16	136,136.02	D	
Common Stock	12/22/2017		F		17,606	D	\$ 36.63	118,530.02	D	
Common Stock	12/22/2017		M ⁽¹⁾		3,906	A	\$ 32	122,436.02	D	
Common Stock	12/22/2017		F		3,689	D	\$ 36.61	118,747.02	D	
Common Stock	12/22/2017		M ⁽¹⁾		15,625	A	\$ 32	134,372.02	D	

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Common Stock	12/22/2017	F	14,756	D	\$ 36.61	119,616.02	D
Common Stock	12/22/2017	M ⁽¹⁾	44,000	A	\$ 36.56	163,616.02	D
Common Stock	12/22/2017	F	43,979	D	\$ 36.6	119,637.02	D
Common Stock	12/22/2017	M ⁽¹⁾	18,750	A	\$ 30.19	138,387.02	D
Common Stock	12/22/2017	F	17,303	D	\$ 36.585	121,084.02	D
Common Stock	12/22/2017	M ⁽¹⁾	40,000	A	\$ 27.98	161,084.02	D
Common Stock	12/22/2017	F	35,837	D	\$ 36.605	125,247.02	D

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

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.

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(9-02)

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 or Number of Shares
Options to Purchase Common Stock (right to buy)	\$ 16	12/22/2017		M ⁽¹⁾	23,437	⁽²⁾ 12/21/2019 ⁽¹⁾	Common Stock 23,437
Options to Purchase Common Stock	\$ 32	12/22/2017		M ⁽¹⁾	3,906	⁽²⁾ 12/21/2019 ⁽¹⁾	Common Stock 3,906

(right to buy)

Options to Purchase Common Stock (right to buy)

Options to Purchase Common Stock (right to buy)

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Options to Purchase Common Stock (right to buy)

\$ 32	12/22/2017	M ⁽¹⁾	15,625	<u>(2)</u>	12/21/2019 ⁽¹⁾	Common Stock	15,625
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\$ 36.56	12/22/2017	M ⁽¹⁾	44,000	<u>(2)</u>	09/25/2020 ⁽¹⁾	Common Stock	44,000
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\$ 30.19	12/22/2017	M ⁽¹⁾	18,750	<u>(2)</u>	05/11/2018 ⁽¹⁾	Common Stock	18,750
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\$ 27.98	12/22/2017	M ⁽¹⁾	40,000	<u>(2)</u>	07/26/2019 ⁽¹⁾	Common Stock	40,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hasker Stephen C/O NIELSEN HOLDINGS PLC 85 BROAD STREET NEW YORK, NY 10004			Chief Operating Officer	

Signatures

/s/ Emily Epstein, Authorized Signatory

12/27/2017

__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) The Reporting Person will be resigning from the Issuer effective December 31, 2017. The Reporting Person exercised these options that otherwise would expire upon effectiveness of his resignation pursuant to the terms thereof.
- (2) These options to purchase shares of common stock are currently vested and are exercisable.

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.