

Nielsen Holdings plc
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Nielsen Holdings plc
(as successor to Nielsen N.V.)

(Name of Issuer)

Common Stock, par value 0.07 per share

(Title of Class of Securities)

N63218106

(CUSIP Number)

December 31, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Holdings III L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Quebec, Canada

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

BCP V GP L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Holdings III GP L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Holdings III GP Management L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. N63218106

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1. Name of Reporting Person

The Blackstone Group L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Group Management L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

shares

0

6. Shared Voting Power

beneficially

owned by

0

each

7. Sole Dispositive Power

reporting

person

0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone LR Associates (Cayman) V Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Management Associates (Cayman) V L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Capital Partners (Cayman) V L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Family Investment Partnership (Cayman) V L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Family Investment Partnership (Cayman) V-SMD L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Family GP L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Participation Partnership (Cayman) V L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Blackstone Capital Partners (Cayman) V-A, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

BCP (Cayman) V-S L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

BCP V Co-Investors (Cayman) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. N63218106

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1. Name of Reporting Person

Stephen A. Schwarzman

2. Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

shares 0

6. Shared Voting Power

beneficially

owned by 0

each 7. Sole Dispositive Power

reporting

person 0

8. Shared Dispositive Power

with

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

See Item 4 and Item 8

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

IN

STATEMENT ON SCHEDULE 13G

Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the Act), each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons), has agreed to file one statement with respect to their beneficial ownership of common stock, par value 0.07 per share (Common Stock), of Nielsen Holdings plc (the Issuer), a successor to Nielsen Holdings N.V.

Item 1. (a) Name of Issuer:
Nielsen Holdings plc

(b) Address of Issuer's Principal Executive Offices:

85 Broad Street

New York, New York 10004

Item 2. (a) Name of Person Filing:
Blackstone Holdings III L.P.

BCP V GP L.L.C.

Blackstone Holdings III GP L.P.

Blackstone Holdings III GP Management L.L.C.

The Blackstone Group L.P.

Blackstone Group Management L.L.C.

Blackstone LR Associates (Cayman) V Ltd.

Blackstone Management Associates (Cayman) V L.P.

Blackstone Capital Partners (Cayman) V L.P.

Blackstone Family Investment Partnership (Cayman) V L.P.

Blackstone Family Investment Partnership (Cayman) V-SMD L.P.

Blackstone Family GP L.L.C.

Blackstone Participation Partnership (Cayman) V L.P.

Blackstone Capital Partners (Cayman) V-A, L.P.

BCP (Cayman) V-S L.P.

BCP V Co-Investors (Cayman) L.P.

Stephen A. Schwarzman

(b) Address of Principal Business Office, or, if None, Residence:

The principal business office for all persons filing:

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Common stock, 0.07 par value per share

(e) CUSIP Number:

N63218106

Item 3. Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

The Reporting Persons do not beneficially own any shares of Common Stock.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

BLACKSTONE HOLDINGS III L.P.

**By: Blackstone Holdings III GP L.P.,
its general partner
By: Blackstone Holdings III GP
Management L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BCP V GP L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP L.P.

**By: Blackstone Holdings III GP
Management L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

[Nielsen Holdings plc - Schedule 13G/A]

THE BLACKSTONE GROUP L.P.

**By: Blackstone Group Management
L.L.C., its general partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

**BLACKSTONE GROUP MANAGEMENT
L.L.C.**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

**BLACKSTONE LR ASSOCIATES
(CAYMAN) V LTD.**

By: /s/ John G. Finley
Name: John G. Finley
Title: Director

**BLACKSTONE MANAGEMENT
ASSOCIATES (CAYMAN) V L.P.**

**By: BCP V GP L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

**BLACKSTONE CAPITAL PARTNERS
(CAYMAN) V L.P.**

**By: Blackstone Management
Associates (Cayman) V L.P., its
general partner**

**By: BCP V GP L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

**BLACKSTONE FAMILY INVESTMENT
PARTNERSHIP (CAYMAN) V L.P.**

**By:
BCP V GP L.L.C., its general partner**

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By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

[Nielsen Holdings plc - Schedule 13G/A]

**BLACKSTONE FAMILY INVESTMENT
PARTNERSHIP (CAYMAN) V-SMD L.P.**

**By: Blackstone Family GP L.L.C., its
general partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE FAMILY GP L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

**BLACKSTONE PARTICIPATION
PARTNERSHIP (CAYMAN) V L.P.**

**By: BCP V GP L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

**BLACKSTONE CAPITAL PARTNERS
(CAYMAN) V-A, L.P.**

**By: Blackstone Management
Associates (Cayman) V L.P., its
general partner**

**By: BCP V GP L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BCP (CAYMAN) V-S L.P.

**By: Blackstone Management
Associates (Cayman) V L.P., its
general partner**

**By: BCP V GP L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BCP V CO-INVESTORS (CAYMAN) L.P.

**By: Blackstone Management
Associates (Cayman) V L.P., its
general partner**

**By: BCP V GP L.L.C., its general
partner**

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

[Nielsen Holdings plc - Schedule 13G/A]

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman

Name: Stephen A. Schwarzman

[Nielsen Holdings plc - Schedule 13G/A]