

SCHWARZMAN STEPHEN A  
 Form 3  
 January 25, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Blackstone Capital Partners (Cayman) V L.P.			(Month/Day/Year)		Nielsen Holdings N.V. [NLSN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
C/O THE BLACKSTONE GROUP,Â 345 PARK AVENUE			(Check all applicable)			
(Street)			___ Director		__X__ 10% Owner	
NEW YORK,Â NYÂ 10154			___ Officer		___ Other	
(City)	(State)	(Zip)	(give title below)		(specify below)	
					6. Individual or Joint/Group Filing(Check Applicable Line)	
					___ Form filed by One Reporting Person	
					__X__ Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,866,424	I	See footnotes (1) (8)
Common Stock	813,928	I	See footnotes (2) (8)
Common Stock	167,557	I	See footnotes (3) (8)
Common Stock	23,947,827	I	See footnotes (4) (8)
Common Stock	2,051,067	I	See footnotes (5) (8)
Common Stock	413,945	I	See footnotes (6) (8)
Common Stock	1,834,613	I	See footnotes (7) (8)

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Capital Partners (Cayman) V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Blackstone Family Investment Partnership (Cayman) V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Blackstone Participation Partnership (Cayman) V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Blackstone Capital Partners (Cayman) V-A, L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
BCP (Cayman) V-S L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
BCP V Co-Investors (Cayman) L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Blackstone Management Associates (Cayman) V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^

Blackstone LR Associates (Cayman) V Ltd.  
 C/O THE BLACKSTONE GROUP  
 345 PARK AVENUE  
 NEW YORK, NY 10154

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Blackstone Family Investment Partnership (Cayman) V-SMD L.P.  
 C/O THE BLACKSTONE GROUP  
 345 PARK AVENUE  
 NEW YORK, NY 10154

Â Â X Â Â

SCHWARZMAN STEPHEN A  
 C/O THE BLACKSTONE GROUP L.P.  
 345 PARK AVENUE  
 NEW YORK, NY 10154

Â Â X Â Â

## Signatures

/s/ Robert Reid, Authorized Person for Blackstone Capital Partners (Cayman) V L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for Blackstone Family Investment Partnership (Cayman) V L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for Blackstone Participation Partnership (Cayman) V L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for Blackstone Capital Partners (Cayman) V-A, L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for BCP (Cayman) V-S L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for BCP V Co-Investors (Cayman) L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for Blackstone Management Associates (Cayman) V, L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for Blackstone LR Associates (Cayman) V Ltd.	01/25/2011
**Signature of Reporting Person	Date
/s/ Robert Reid, Authorized Person for Blackstone Family Investment Partnership (Cayman) V-SMD L.P.	01/25/2011
**Signature of Reporting Person	Date
/s/ Stephen A. Schwarzman	01/25/2011
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 securities are held by Blackstone Capital Partners (Cayman) V L.P. ("BCP V") through Valcon Acquisition Holding (Luxembourg) S.?? r.l., a private limited company incorporated under the laws of Luxembourg ("Luxco").

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- (2) The securities are held by Blackstone Family Investment Partnership (Cayman) V L.P. ("BFIP V") through Luxco.
- (3) The securities are held by Blackstone Participation Partnership (Cayman) V L.P. ("BPPV") through Luxco.
- (4) The securities are held by Blackstone Capital Partners (Cayman) V-A, L.P. ("BCP V-A") through Luxco.
- (5) The securities are held by BCP (Cayman) V-S L.P. ("BCP V-S") through Luxco.
- (6) The securities are held by BCP V Co-Investors (Cayman) L.P. ("BCPVC") through Luxco.
- (7) The securities are held by Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("BFIP V-SMD") through Luxco.  
Blackstone Management Associates (Cayman) V, L.P. ("BMA") is the general partner of each of BCP V, BFIP V, BPPV, BCP V-A, BCP V-S, BCPVC and BFIP V-SMD. Blackstone LR Associates (Cayman) V Ltd. ("BLRA") is the general partner of BMA. Mr. Stephen A. Schwarzman is director and controlling person of BLRA.
- (8)

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### Remarks:

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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