

Nielsen CO B.V.  
Form 8-K  
October 22, 2012

**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) October 22, 2012**

**Nielsen Holdings N.V.**

**The Nielsen Company B.V.**

**(Exact name of registrant as specified in its charter)**

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|  |                                     |                                    |
|--|-------------------------------------|------------------------------------|
|  | <b>001-35042</b>                    | <b>98-0662038</b>                  |
| <b>The Netherlands</b><br>(State or other jurisdiction | <b>333-142546-29</b><br>(Commission | <b>98-0366864</b><br>(IRS Employer |
| of incorporation)                                      | File Number)                        | Identification No.)                |

|                                 |                        |
|---------------------------------|------------------------|
| <b>770 Broadway</b>             | <b>Diemerhof 2</b>     |
| <b>New York, New York 10003</b> | <b>1112 XL Diemen</b>  |
| <b>(646) 654-5000</b>           | <b>The Netherlands</b> |
|                                 | <b>+31 20 398 8777</b> |

(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 2.02 Results of Operations and Financial Condition.**

On October 22, 2012, Nielsen Holdings N.V. (the Company ) issued a press release announcing its financial results for the third quarter ended September 30, 2012.

A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| No.  | Exhibit Description  |
|------|--|
| 99.1 | Press Release, dated October 22, 2012, issued by Nielsen Holdings N.V. pertaining to the financial results for the third quarter ended September 30, 2012. |

**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: October 22, 2012

**NIELSEN HOLDINGS N.V.**

**THE NIELSEN COMPANY B.V.**

By: /s/ JEFFREY R. CHARLTON  
Name: **Jeffrey R. Charlton**  
Title: **Senior Vice President and Corporate Controller**

**(Principal Accounting Officer)**