

Nielsen Holdings plc  
Form 8-K  
October 13, 2016

**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 11, 2016**

**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)**

**AC Nielsen House**

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**New York, New York 10004**

**+1 (646) 654-5000**

**London Road**

**Oxford**

**Oxfordshire OX3 9RX**

**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))

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

As previously announced, Mary Liz Finn, Chief Human Resources Officer of Nielsen Holdings plc (the Company), informed the Company of her retirement from that position effective as of the close of business on December 31, 2016. In connection with her retirement, all unvested equity granted to Ms. Finn under the Nielsen Holdings 2010 Stock Incentive Plan and outstanding at the time of her retirement will continue to vest as if her employment continued with the Company through the applicable vesting dates, and she may exercise the Company's stock options previously granted to her until they expire by their terms.

**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 13, 2016

**NIELSEN HOLDINGS PLC**

By: /s/ Harris A. Black

**Name: Harris A. Black**

**Title: Secretary**