Nielsen N.V.
Form 10-Q
July 28, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2015

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _______ to _______

Commission file number 001-35042

Nielsen N.V.

(Exact name of registrant as specified in its charter)

The Netherlands	98-0662038
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)
85 Broad Street	Diemerhof 2
New York, New York 10004	1112 XL Diemen

(646) 654-5000 The Netherlands

+31 (0) 20 398 87 77
(Address of principal executive offices) (Zip Code)
(Registrant's telephone numbers including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨ (do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

There were 366,859,970 shares of the registrant's Common Stock outstanding as of June 30, 2015.

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PART I. FINANCIAL INFORMATION

Item 1.Condensed Consolidated Financial Statements

Nielsen N.V.

Condensed Consolidated Statements of Operations (Unaudited)

(IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
Revenues	$1,559	$1,594	$3,017	$3,083
Cost of revenues, exclusive of depreciation and amortization shown separately below	648	677	1,270	1,319
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	465	482	946	971
Depreciation and amortization	146	145	288	286
Restructuring charges	14	13	28	37
Operating income	286	277	485	470
Interest income	1	1	2	2
Interest expense	(79)	(78)	(152)	(155)
Foreign currency exchange transaction losses, net	(6)	(6)	(32)	(33)
Other expense, net	—	(45)	—	(48)
Income from continuing operations before income taxes and equity in net income of affiliates	202	149	303	236
Provision for income taxes	(86)	(74)	(124)	(107)
Equity in net income of affiliates	—	1	—	2
Net income	116	76	179	131
Net income/(loss) attributable to noncontrolling interests	2	2	2	(1)
Net income attributable to Nielsen stockholders	$114	$74	$177	$132
Net income per share of common stock, basic				
Income from continuing operations	$0.31	$0.19	$0.48	$0.35
Net income attributable to Nielsen stockholders	$0.31	$0.19	$0.48	$0.35
Net income per share of common stock, diluted				
Income from continuing operations	$0.31	$0.19	$0.47	$0.34
Net income attributable to Nielsen stockholders	$0.31	$0.19	$0.47	$0.34
Weighted-average shares of common stock outstanding, basic	368,364,597	379,755,766	369,759,375	379,386,349
Dilutive shares of common stock	4,216,436	5,601,047	4,204,371	5,624,779
Weighted-average shares of common stock outstanding, diluted	372,581,033	385,356,813	373,963,746	385,011,128
Dividends declared per common share	$0.28	$0.25	$0.53	$0.45

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen N.V.

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
(IN MILLIONS)	2015	2014	2015	2014
Net income	$ 116	$ 76	$ 179	$ 131
Other comprehensive income/(loss), net of tax				
Foreign currency translation adjustments [1]	35	41	(137)	33
Available for sale securities [2]	1	2	4	4
Changes in the fair value of cash flow hedges [3]	1	(1)	(2)	(1)
Defined benefit pension plan adjustments [4]	4	(1)	10	2
Total other comprehensive income/(loss)	41	41	(125)	38
Total comprehensive income	157	117	54	169
Less: comprehensive income/(loss) attributable to noncontrolling interests	1	2	(2)	(1)
Total comprehensive income attributable to Nielsen stockholders	$ 156	$ 115	$ 56	$ 170

(1) Net of tax of zero and $(2) million for the three months ended June 30, 2015 and 2014, respectively, and $(12) million and $(1) million for the six months ended June 30, 2015 and 2014, respectively

(2) Net of tax of $(1) million for each of the three months ended June 30, 2015 and 2014, and $(3) million for each of the six months ended June 30, 2015 and 2014

(3) Net of tax of $(1) million and zero for the three months ended June 30, 2015 and 2014, respectively, and $1 million and zero for the six months ended June 30, 2015 and 2014, respectively

(4) Net of tax of $(1) million and $1 million for the three months ended June 30, 2015 and 2014, respectively, and $(2) million and $1 million for the six months ended June 30, 2015 and 2014, respectively

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen N.V.

Condensed Consolidated Balance Sheets

(IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)	June 30, 2015 (Unaudited)	December 31, 2014
Assets:		
Current assets		
Cash and cash equivalents	$ 331	$ 273
Trade and other receivables, net of allowances for doubtful accounts and sales returns of $28 and $29 as of June 30, 2015 and December 31, 2014, respectively	1,227	1,241
Prepaid expenses and other current assets	556	505
Total current assets	2,114	2,019
Non-current assets		
Property, plant and equipment, net	508	533
Goodwill	7,690	7,671
Other intangible assets, net	4,702	4,715
Deferred tax assets	70	83
Other non-current assets	381	355
Total assets	$ 15,465	$ 15,376
Liabilities and equity:		
Current liabilities		
Accounts payable and other current liabilities	$ 831	$ 1,035
Deferred revenues	332	304
Income tax liabilities	139	62
Current portion of long-term debt, capital lease obligations and short-term borrowings	331	397
Total current liabilities	1,633	1,798
Non-current liabilities		
Long-term debt and capital lease obligations	7,142	6,465
Deferred tax liabilities	1,017	1,025
Other non-current liabilities	921	955
Total liabilities	10,713	10,243
Commitments and contingencies (Note 11)		
Equity:		
Nielsen stockholders’ equity		
Common stock, €0.07 par value, 1,185,800,000 and 1,185,800,000 shares authorized; 382,675,950 and 382,622,922 shares issued and 366,859,970 and 372,757,598 shares outstanding at June 30, 2015 and December 31, 2014, respectively	32	32
Additional paid-in capital	6,179	6,344
Treasury stock, at cost	(685)	(415)
Retained earnings/(accumulated deficit)	49	(128)
Accumulated other comprehensive loss, net of income taxes	(898)	(777)
Total Nielsen stockholders’ equity	4,677	5,056
Noncontrolling interests	75	77
Total equity	4,752	5,133

Total liabilities and equity	$ 15,465	$ 15,376

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen N.V.

Condensed Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended June 30,	
(IN MILLIONS)	2015	2014
Operating Activities		
Net income	$179	$131
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation expense	27	24
Excess tax benefits from stock-based compensation	(28)	—
Currency exchange rate differences on financial transactions and other losses	34	81
Equity in net income of affiliates, net of dividends received	1	(2)
Depreciation and amortization	288	286
Changes in operating assets and liabilities, net of effect of businesses acquired and divested:		
Trade and other receivables, net	4	(47)
Prepaid expenses and other current assets	(59)	(48)
Accounts payable and other current liabilities and deferred revenues	(187)	(167)
Other non-current liabilities	(4)	(4)
Interest payable	12	8
Income taxes	59	38
Net cash provided by operating activities	326	300
Investing Activities		
Acquisition of subsidiaries and affiliates, net of cash acquired	(197)	(192)
Additions to property, plant and equipment and other assets	(69)	(54)
Additions to intangible assets	(130)	(117)
Other investing activities	3	—
Net cash used in investing activities	(393)	(363)
Financing Activities		
Net (payments)/borrowings under revolving credit facility	(72)	25
Proceeds from issuances of debt, net of issuance costs	746	3,748
Repayment of debt	(49)	(3,748)
Cash dividends paid to stockholders	(192)	(167)
Repurchase of common stock	(320)	(48)
Proceeds from exercise of stock options	26	57
Excess tax benefits from stock-based compensation	28	—
Other financing activities	(12)	(41)
Net cash provided by/(used in) financing activities	155	(174)
Effect of exchange-rate changes on cash and cash equivalents	(30)	(17)
Net increase/(decrease) in cash and cash equivalents	58	(254)
Cash and cash equivalents at beginning of period	273	564
Cash and cash equivalents at end of period	$331	$310
Supplemental Cash Flow Information		
Cash paid for income taxes	$(65)	$(69)
Cash paid for interest, net of amounts capitalized	$(140)	$(147)

The accompanying notes are an integral part of these condensed consolidated financial statements.

Nielsen N.V.

Notes to Condensed Consolidated Financial Statements

1. Background and Basis of Presentation

Background

Nielsen N.V. (formerly Nielsen Holdings N.V.) ("Nielsen" or the "Company"), together with its subsidiaries, is a leading global information and measurement company that provides clients with a comprehensive understanding of consumers and consumer behavior. Nielsen is aligned into two reporting segments: what consumers buy ("Buy") and what consumers watch and listen to ("Watch"). Nielsen has a presence in more than 100 countries, with its headquarters located in Diemen, the Netherlands and New York, USA.

The Company was formed by several private equity groups through Valcon Acquisition Holding (Luxembourg) S.à r.l. ("Luxco"). As of December 31, 2014, Luxco owned approximately 15% of the Company's common stock. During the six months ended June 30, 2015, Luxco sold 46.7 million shares of the Company's common stock. As of June 30, 2015, Luxco owned approximately 2% of the Company's common stock.

On February 26, 2015, Nielsen announced that its Board of Directors unanimously approved a proposal that would result in a change in domicile of the Company from the Netherlands to the United Kingdom. Under the proposal, the Company's principal executive offices would continue to be located in the United States. The proposed change in domicile was approved by the Company's shareholders on June 26, 2015 and is expected to occur during the third quarter of 2015 subject to the satisfaction of various customary conditions.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited but, in the opinion of management, contain all the adjustments (consisting of those of a normal recurring nature) considered necessary to present fairly the Company's financial position and the results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP") applicable to interim periods. For a more complete discussion of significant accounting policies, commitments and contingencies and certain other information, refer to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. All amounts are presented in U.S. Dollars ("$"), except for share data or where expressly stated as being in other currencies, e.g., Euros ("€"). The condensed consolidated financial statements include the accounts of Nielsen and all subsidiaries and other controlled entities. The Company has evaluated events occurring subsequent to June 30, 2015 for potential recognition or disclosure in the condensed consolidated financial statements and concluded there were no subsequent events that required recognition or disclosure other than those provided.

Earnings per Share

Basic net income per share is computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share is computed using the weighted-average number of shares of common stock and dilutive potential shares of common stock outstanding during the period. Dilutive potential shares of common stock consist of employee stock options and restricted stock.

The effect of 2,349,596 and 81,000 shares of common stock equivalents under stock compensation plans were excluded from the calculation of diluted earnings per share for the three months ended June 30, 2015 and 2014, respectively, as such shares would have been anti-dilutive.

The effect of 2,383,850 and 81,000 shares of common stock equivalents under stock compensation plans were excluded from the calculation of diluted earnings per share for the six months ended June 30, 2015 and 2014, respectively, as such shares would have been anti-dilutive.

Devaluation of Venezuelan Currency

Nielsen has operations in both the Buy and Watch segments in Venezuela and the functional currency for these operations was the Venezuelan Bolivares Fuertes. Venezuela's currency has been considered hyperinflationary since January 1, 2010 and, accordingly, the local currency transactions have been denominated in U.S. dollars since January 1, 2010 and will continue to be until Venezuela's currency is deemed to be non-hyperinflationary.

During the period between the first quarter of 2013 through the second quarter of 2015, there have been a number of changes in the foreign exchange regime in Venezuela that have impacted the conversion rates used by the Company for the conversion of Venezuelan Bolivares Fuertes into U.S. Dollars in its financial statements, resulting in foreign currency exchange transaction losses in the condensed consolidated statement of operations, reflecting the write-down of monetary assets and liabilities in our Venezuelan operations.

In February 2013, the official exchange rate was moved from 4.30 to 6.30 and the regulated System of Transactions with Securities in Foreign Currency market was suspended.

Based on facts and circumstances present at March 31, 2014, Nielsen began using the exchange rate determined by periodic auctions for U.S. dollars conducted under Venezuela's Complementary System of Foreign Currency Administration ("SICAD I") as the SICAD I exchange rate represented what was the most realistic official exchange rate at which to remeasure the U.S. dollar value of the bolivar-denominated monetary assets and liabilities of Nielsen's Venezuelan operations at that time. At March 31, 2014, the SICAD I exchange rate was 10.8 bolivars to the U.S. dollar. As a result of this change, Nielsen recorded a pre-tax charge of $20 million during the first quarter of 2014.

Due to the lack of access to the SICAD I auction system throughout the remainder of 2014, as of December 31, 2014 the Company decided it was more likely that it would be able to gain access to U.S. dollars through the SICAD II mechanism to settle transactions conducted by the Company in Venezuela as SICAD II was created to provide a more open mechanism that was designed to permit any company to request U.S. dollars for any purpose. At December 31, 2014, the SICAD II exchange rate was 50.0 bolivars to the U.S. dollar. As a result of the changes in exchange rate assumptions in the fourth quarter 2014, Nielsen recorded a pre-tax charge of $32 million, for a total of $52 million for the year ended December 31, 2014.

On February 12, 2015, the Venezuelan government replaced SICAD II with a new foreign exchange market mechanism ("SIMADI"). Nielsen currently expects to be able to access U.S. dollars through the SIMADI market. SIMADI has significantly higher foreign exchange rates than those available through the other foreign exchange mechanisms. At June 30, 2015, the SIMADI exchange rate was 197.0 bolivars to the U.S. dollar. As a result of this change, Nielsen recorded a pre-tax charge of $8 million during the six months ended June 30, 2015.

The Company will continue to assess the appropriate conversion rate based on events in Venezuela and the Company's specific facts and circumstances. Total net monetary assets in U.S. dollars at the June 30, 2015 SIMADI rate totaled $3 million.

2. Summary of Recent Accounting Pronouncements

Consolidation

In February 2015, the FASB issued Accounting Standards Update ("ASU") 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis". The new standard is intended to improve targeted areas of the consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures. The amendments in the ASU affect the consolidation evaluation for reporting organizations. In addition, the amendments in this ASU simplify and improve current GAAP by reducing the number of consolidation models. This guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2015; however, early adoption is permitted. Nielsen is currently assessing the impact of the adoption of this ASU will have on the Company's condensed consolidated financial statements.

Debt Issuance Costs

In April 2015, the FASB issued an ASU, "Simplifying the Presentation of Debt Issuance Costs". The new standard changes the presentation of debt issuance costs in financial statements. Under the ASU, an entity will present such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. This guidance will be effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2015; however, early adoption is permitted. Nielsen is currently assessing the impact of the adoption of this ASU will have on the Company's condensed consolidated financial statements.

Revenue Recognition

In May 2014, the FASB issued an ASU, "Revenue from Contracts with Customers". The new revenue recognition standard provides a five step analysis of transactions to determine when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services and shall be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The FASB has approved a one year deferral of this standard and is now effective for annual periods beginning after December 15, 2017. Nielsen is currently assessing the impact of the adoption of this ASU will have on our condensed consolidated financial statements.

3. Business Acquisitions

For the six months ended June 30, 2015, Nielsen paid cash consideration of $197 million associated with both current period and previously executed acquisitions, net of cash acquired. Had these current period acquisitions occurred as of January 1, 2015, the impact on Nielsen's consolidated results of operations would not have been material.

For the six months ended June 30, 2014, Nielsen paid cash consideration of $192 million associated with both current period and previously executed acquisitions, net of cash acquired. Had these current period acquisitions occurred as of January 1, 2014, the impact on Nielsen's consolidated results of operations would not have been material.

4. Goodwill and Other Intangible Assets

Goodwill

The table below summarizes the changes in the carrying amount of goodwill by reportable segment for the six months ended June 30, 2015.

(IN MILLIONS)	Buy	Watch	Total
Balance, December 31, 2014	$3,014	$4,657	$7,671
Acquisitions, divestitures and other adjustments	5	142	147
Effect of foreign currency translation	(113)	(15)	(128)
Balance, June 30, 2015	$2,906	$4,784	$7,690

At June 30, 2015, $69 million of the goodwill is expected to be deductible for income tax purposes.

Other Intangible Assets

	Gross Amounts		Accumulated Amortization	
(IN MILLIONS)	June 30, 2015	December 31, 2014	June 30, 2015	December 31, 2014
Indefinite-lived intangibles:				
Trade names and trademarks	$1,921	$ 1,921	—	—
Amortized intangibles:				
Trade names and trademarks	167	166	(77)	(68)
Customer-related intangibles	2,972	2,938	(1,136)	(1,054)
Covenants-not-to-compete	38	36	(34)	(30)
Computer software	2,091	1,935	(1,264)	(1,157)
Patents and other	105	105	(81)	(77)
Total	$5,373	$ 5,180	$(2,592)	$ (2,386)

Amortization expense associated with the above intangible assets was $103 million and $104 million for the three months ended June 30, 2015 and 2014, respectively. These amounts included amortization expense associated with computer software of $55 million and $57 million for the three months ended June 30, 2015 and 2014, respectively.

Amortization expense associated with the above intangible assets was $203 million and $201 million for the six months ended June 30, 2015 and 2014, respectively. These amounts included amortization expense associated with computer software of $109 million and $108 million for the six months ended June 30, 2015 and 2014, respectively.

5. Changes in and Reclassification out of Accumulated Other Comprehensive Loss by Component

The table below summarizes the changes in accumulated other comprehensive loss, net of tax, by component for the six months ended June 30, 2015 and 2014.

(IN MILLIONS)	Currency Translation Adjustments	Available-for-Sale Securities	Cash Flow Hedges	Post Employment Benefits	Total
Balance December 31, 2014	$ (418)	$ 19	$ (2)	$ (376)	$ (777)
Other comprehensive (loss)/income before reclassifications	(137)	4	(6)	—	(139)
Amounts reclassified from accumulated other comprehensive loss	—	—	4	10	14
Net current period other comprehensive (loss)/income	(137)	4	(2)	10	(125)
Net current period other comprehensive loss attributable to noncontrolling interest	(4)	—	—	—	(4)
Net current period other comprehensive (loss)/income attributable to Nielsen stockholders	(133)	4	(2)	10	(121)
Balance June 30, 2015	$ (551)	$ 23	$ (4)	$ (366)	$ (898)

(IN MILLIONS)	Currency Translation Adjustments	Available-for-Sale Securities	Cash Flow Hedges	Post Employment Benefits	Total
Balance December 31, 2013	$ (124)	$ 9	$ (5)	$ (267)	$ (387)
Other comprehensive income/(loss) before reclassifications	33	4	(6)	(2)	29
Amounts reclassified from accumulated other comprehensive loss	—	—	5	4	9
Net current period other comprehensive income/(loss) attributable to Nielsen stockholders	33	4	(1)	2	38
Balance June 30, 2014	$ (91)	$ 13	$ (6)	$ (265)	$ (349)

The table below summarizes the reclassification of accumulated other comprehensive loss by component for the three months ended June 30, 2015 and 2014, respectively.

(IN MILLIONS)	Amount Reclassified from Accumulated Other Comprehensive Loss

Details about Accumulated Other Comprehensive Income components	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Affected Line Item in the Condensed Consolidated Statement of Operations
Cash flow hedges			
Interest rate contracts	$ 3	$ 4	Interest expense
	1	1	Benefit for income taxes
	$ 2	$ 3	Total, net of tax
Amortization of Post-Employment Benefits			
Actuarial loss	$ 6	$ 3	(a)
	1	1	Benefit for income taxes
	$ 5	$ 2	Total, net of tax
Total reclassification for the period	$ 7	$ 5	Net of tax

(a) This accumulated other comprehensive loss component is included in the computation of net periodic pension cost.

The table below summarizes the reclassification of accumulated other comprehensive loss by component for the six months ended June 30, 2015 and 2014, respectively.

(IN MILLIONS) Details about Accumulated Other Comprehensive Income components	Amount Reclassified from Accumulated Other Comprehensive Loss Six Months Ended June 30, 2015	Six Months Ended June 30, 2014	Affected Line Item in the Condensed Consolidated Statement of Operations
Cash flow hedges			
Interest rate contracts	$ 6	$ 8	Interest expense
	2	3	Benefit for income taxes
	$ 4	$ 5	Total, net of tax
Amortization of Post-Employment Benefits			
Actuarial loss	$ 12	$ 6	(a)
	2	2	Benefit for income taxes
	$ 10	$ 4	Total, net of tax
Total reclassification for the period	$ 14	$ 9	Net of tax

(a) This accumulated other comprehensive loss component is included in the computation of net periodic pension cost.

6. Restructuring Activities

A summary of the changes in the liabilities for restructuring activities is provided below:

(IN MILLIONS)	Total Initiatives
Balance at December 31, 2014	$ 72
Charges	28
Payments	(48)
Effect of foreign currency translation and reclassification adjustments	(3)
Balance at June 30, 2015	$ 49

Nielsen recorded $14 million and $13 million in restructuring charges for the three months ended June 30, 2015 and 2014, respectively, primarily relating to severance costs.

Nielsen recorded $28 million and $37 million in restructuring charges for the six months ended June 30, 2015 and 2014, respectively, primarily relating to severance costs.

Of the $49 million in remaining liabilities for restructuring actions, $39 million is expected to be paid within one year and is classified as a current liability within the condensed consolidated balance sheet as of June 30, 2015.

7. Fair Value Measurements

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which the Company would transact, and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

There are three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable and may not be corroborated by market data.

Financial Assets and Liabilities Measured on a Recurring Basis

The Company's financial assets and liabilities are measured and recorded at fair value, except for equity method investments, cost method investments, and long-term debt. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

The following table summarizes the valuation of the Company's material financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2015 and December 31, 2014:

(IN MILLIONS)	June 30, 2015	Level 1	Level 2	Level 3
Assets:				
Investments in equity securities (1)	$ 52	$ 52	—	—
Plan assets for deferred compensation (2)	31	31	—	—
Investment in mutual funds (3)	2	2	—	—
Interest rate swap arrangements (4)	1	—	1	—
Total	$ 86	$ 85	$ 1	—
Liabilities:				
Interest rate swap arrangements (4)	$ 9	—	$ 9	—
Deferred compensation liabilities (5)	31	31	—	—
Total	$ 40	$ 31	$ 9	—

	December 31, 2014	Level 1	Level 2	Level 3
Assets:				
Investments in equity securities (1)	$ 45	$ 45	—	—
Plan assets for deferred compensation (2)	28	28	—	—
Investment in mutual funds (3)	2	2	—	—
Interest rate swap arrangements (4)	1	—	1	—
Total	$ 76	$ 75	1	—
Liabilities:				
Interest rate swap arrangements (4)	$ 6	—	$ 6	—
Deferred compensation liabilities (5)	28	28	—	—
Total	$ 34	$ 28	$ 6	—

(1) Investments in equity securities are carried at fair value, which is based on the quoted market price at period end in an active market. These investments are classified as available-for-sale with any unrealized gains or losses resulting from changes in fair value recorded, net of tax, as a component of accumulated other comprehensive income/(loss) until realized. Nielsen assesses declines in the value of individual investments to determine whether such decline is other than temporary and thus the investment is impaired by considering available evidence. No impairment charge was recorded for these available-for-sale securities during the six months ended June 30, 2015 and the year ended December 31, 2014.

(2)

Plan assets are comprised of investments in mutual funds, which are intended to fund liabilities arising from deferred compensation plans. These investments are carried at fair value, which is based on quoted market prices at period end in active markets. These investments are classified as trading securities with any gains or losses resulting from changes in fair value recorded in other expense, net.

(3) Investments in mutual funds are money-market accounts held with the intention of funding certain specific retirement plans.

(4) Derivative financial instruments include interest rate swap arrangements recorded at fair value based on externally-developed valuation models that use readily observable market parameters and the consideration of counterparty risk.

(5) The Company offers certain employees the opportunity to participate in a deferred compensation plan. A participant’s deferrals are invested in a variety of participant directed stock and bond mutual funds and are classified as trading securities. Changes in the fair value of these securities are measured using quoted prices in active markets based on the market price per unit multiplied by the number of units held exclusive of any transaction costs. A corresponding adjustment for changes in fair value of the trading securities is also reflected in the changes in fair value of the deferred compensation obligation.

Derivative Financial Instruments

Nielsen primarily uses interest rate swap derivative instruments to manage risk that changes in interest rates will affect the cash flows of its underlying debt obligations.

To qualify for hedge accounting, the hedging relationship must meet several conditions with respect to documentation, probability of occurrence, hedge effectiveness and reliability of measurement. Nielsen documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions as well as the hedge effectiveness assessment, both at the hedge inception and on an ongoing basis. Nielsen recognizes all derivatives at fair value either as assets or liabilities in the consolidated balance sheets and changes in the fair values of such instruments are recognized currently in earnings unless specific hedge accounting criteria are met. If specific cash flow hedge accounting criteria are met, Nielsen recognizes the changes in fair value of these instruments in accumulated other comprehensive income/(loss).

Nielsen manages exposure to possible defaults on derivative financial instruments by monitoring the concentration of risk that Nielsen has with any individual bank and through the use of minimum credit quality standards for all counterparties. Nielsen does not require collateral or other security in relation to derivative financial instruments. A derivative contract entered into between Nielsen or certain of its subsidiaries and a counterparty that was also a lender under Nielsen’s senior secured credit facilities at the time the derivative contract was entered into is guaranteed under the senior secured credit facilities by Nielsen and certain of its subsidiaries (see Note 8 - Long-term Debt and Other Financing Arrangements for more information). Since it is Nielsen’s policy to only enter into derivative contracts with banks of internationally acknowledged standing, Nielsen considers the counterparty risk to be remote.

It is Nielsen’s policy to have an International Swaps and Derivatives Association (“ISDA”) Master Agreement established with every bank with which it has entered into any derivative contract. Under each of these ISDA Master Agreements, Nielsen agrees to settle only the net amount of the combined market values of all derivative contracts outstanding with any one counterparty should that counterparty default. Certain of the ISDA Master Agreements contain cross-default provisions where if the Company either defaults in payment obligations under its credit facility or if such obligations are accelerated by the lenders, then the Company could also be declared in default on its derivative obligations. At June 30, 2015, Nielsen had no material exposure to potential economic losses due to counterparty credit default risk or cross-default risk on its derivative financial instruments.

Foreign Currency Exchange Risk

Foreign currency translation risk is the risk that exchange rate gains or losses arise from translating foreign entities’ statements of earnings and balance sheets from functional currency to our reporting currency (the U.S. Dollar) for consolidation purposes. Nielsen manages translation risk exposure by creating “natural hedges” in its financing or by using derivative financial instruments aimed at offsetting certain exposures in the statement of earnings or the balance sheet. Nielsen does not trade derivative financial instruments for speculative purposes. During the six months ended June 30, 2015 and 2014, Nielsen recorded a net gain of $3 million and zero, respectively, associated with foreign currency derivative financial instruments within foreign currency exchange transactions losses, net in our condensed consolidated statements of operations. As of June 30, 2015 Nielsen has foreign currency derivative financial instruments with a total notional value of $15 million and a maturity date of July 31, 2015. As of December 31, 2014, there were no foreign currency derivative financial instruments outstanding.

Interest Rate Risk

Nielsen is exposed to cash flow interest rate risk on the floating-rate U.S. Dollar and Euro Term Loans, and uses floating-to-fixed interest rate swaps to hedge this exposure. For these derivatives, Nielsen reports the after-tax gain or loss from the effective portion of the hedge as a component of accumulated other comprehensive income/(loss) and reclassifies it into earnings in the same period or periods in which the hedged transaction affects earnings, and within the same income statement line item as the impact of the hedged transaction.

In April 2015, the Company entered into a $150 million in notional amount of three-year forward interest rate swap agreement with a starting date in April 2016. This agreement fixes the LIBOR-related portion of the interest rates of a corresponding amount of the Company's variable-rate debt at an average rate of 1.40%. This derivative instrument has been designated as an interest rate cash flow hedge.

As of June 30, 2015 the Company had the following outstanding interest rate swaps utilized in the management of its interest rate risk:

	Notional Amount	Maturity Date	Currency
Interest rate swaps designated as hedging instruments			
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	September 2015	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$125,000,000	November 2015	US Dollar
Euro term loan floating-to-fixed rate swaps	€125,000,000	November 2015	Euro
US Dollar term loan floating-to-fixed rate swaps	$1,575,000,000	May 2016	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$500,000,000	November 2016	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	September 2017	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$250,000,000	May 2018	US Dollar
US Dollar term loan floating-to-fixed rate swaps	$150,000,000	April 2019	US Dollar

Nielsen expects to recognize approximately $7 million of net pre-tax losses from accumulated other comprehensive loss to interest expense in the next 12 months associated with its interest-related derivative financial instruments.

Fair Values of Derivative Instruments in the Consolidated Balance Sheets

The fair values of the Company's derivative instruments as of June 30, 2015 and December 31, 2014 were as follows:

Derivatives Designated as Hedging Instruments (IN MILLIONS)	June 30, 2015 Other Non-Current Assets	Accounts Payable and Other Current Liabilities	Other Non-Current Liabilities	December 31, 2014 Other Non-Current Assets	Accounts Payable and Other Current Liabilities	Other Non-Current Liabilities
Interest rate swaps	$ 1	$ 5	$ 4	$ 1	$ 4	$ 2

Derivatives in Cash Flow Hedging Relationships

The pre-tax effect of derivative instruments in cash flow hedging relationships for the three months ended June 30, 2015 and 2014 was as follows:

Derivatives in Cash Flow Hedging Relationships (IN MILLIONS)	Amount of Loss Recognized in OCI (Effective Portion) Three Months Ended June 30,		Location of Loss Reclassified from AOCI into Income (Effective Portion)	Amount of Loss Reclassified from AOCI into Income (Effective Portion) Three Months Ended June 30,	
	2015	2014		2015	2014
Interest rate swaps	$ 2	$ 5	Interest expense	$ 3	$ 4

The pre-tax effect of derivative instruments in cash flow hedging relationships for the six months ended June 30, 2015 and 2014 was as follows:

Derivatives in Cash Flow Hedging Relationships (IN MILLIONS)	Amount of Loss Recognized in OCI (Effective Portion) Six Months Ended June 30,		Location of Loss Reclassified from AOCI into Income (Effective Portion)	Amount of Loss Reclassified from AOCI into Income (Effective Portion) Six Months Ended June 30,	
	2015	2014		2015	2014
Interest rate swaps	$ 10	$ 9	Interest expense	$ 6	$ 8

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company is required, on a nonrecurring basis, to adjust the carrying value or provide valuation allowances for certain assets using fair value measurements. The Company’s equity method investments, cost method investments, and non-financial assets, such as goodwill, intangible assets, and property, plant and equipment, are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment charge is recognized.

The Company did not measure any material non-financial assets or liabilities at fair value during the six months ended June 30, 2015.

8. Long-term Debt and Other Financing Arrangements

Unless otherwise stated, interest rates are as of June 30, 2015.

	June 30, 2015			December 31, 2014		
(IN MILLIONS)	Weighted Interest Rate	Carrying Amount	Fair Value	Weighted Interest Rate	Carrying Amount	Fair Value
$1,580 million Senior secured term loan (LIBOR based variable rate of 2.18%) due 2019		1,501	1,492		1,542	1,533
$500 million Senior secured term loan (LIBOR based variable rate of 2.43%) due 2017		495	494		497	493
$1,100 million Senior secured term loan (LIBOR based variable rate of 3.18%) due 2021		1,089	1,093		1,094	1,088
€286 million Senior secured term loan (Euro LIBOR based variable rate of 2.93%) due 2021		316	316		345	343
$575 million senior secured revolving credit facility (Euro LIBOR or LIBOR based variable rate) due 2019		208	206		280	274
Total senior secured credit facilities (with weighted-average interest rate)	2.68%	3,609	3,601	2.65%	3,758	3,731
$800 million 4.50% senior debenture loan due 2020		800	800		800	801
$1,550 million 5.00% senior debenture loan due 2022		—	—		1,553	1,554
$625 million 5.50% senior debenture loan due 2021		625	630		625	633
$2,300 million 5.00% senior debenture loan due 2022		2,308	2,262		—	—
Total debenture loans (with weighted-average interest rate)	5.22%	3,733	3,692	5.23%	2,978	2,988
Other loans		9	9		8	8
Total long-term debt	3.97%	7,351	7,302	3.79%	6,744	6,727
Capital lease and other financing obligations		122			118	
Total debt and other financing arrangements		7,473			6,862	
Less: Current portion of long-term debt, capital lease and other financing obligations and other short-term borrowings		331			397	
Non-current portion of long-term debt and capital lease and other financing obligations		$ 7,142			$ 6,465	

The fair value of the Company’s long-term debt instruments was based on the yield on public debt where available or current borrowing rates available for financings with similar terms and maturities and such fair value measurements are considered Level 1 or Level 2 in nature, respectively.

Annual maturities of Nielsen’s long-term debt are as follows:

(IN MILLIONS)	
For July 1, 2015 to December 31, 2015	$257
2016	123
2017	642
2018	212
2019	1,041

2020	814
Thereafter	4,262
	$7,351

In February 2015, Nielsen completed the issuance of $750 million aggregate principal amount of their 5.0% Senior Notes due 2022. The notes are traded interchangeably with the $750 million and the $800 million aggregate principal amount of 5.00% Senior Notes due 2022 issued in April 2014 and July 2014, respectively. The proceeds from the issuances have been used to make repurchases of Nielsen's outstanding common stock from time to time, in the open market or otherwise, pursuant to Nielsen's existing share repurchase programs, to reduce outstanding amounts under its revolving credit facility, to pay related fees and expenses, and for general corporate purposes.

9. Stockholders' Equity

Common stock activity is as follows:

	Six Months Ended June 30, 2015
Actual number of shares of common stock outstanding	
Beginning of period	372,757,598
Shares of common stock issued through compensation plans	1,264,951
Repurchases of common stock	(7,162,579)
End of period	366,859,970

Cumulative shares of treasury stock were 15,815,980 and 9,865,324 with a corresponding value of $685 million and $415 million as of June 30, 2015 and December 31, 2014, respectively.

On January 31, 2013, the Company's Board of Directors adopted a cash dividend policy to pay quarterly cash dividends on its outstanding common stock. The below table summarizes the dividends declared on Nielsen's common stock during 2014 and the six months ended June 30, 2015.

Declaration Date	Record Date	Payment Date	Dividend Per Share
February 20, 2014	March 6, 2014	March 20, 2014	$ 0.20
May 1, 2014	June 5, 2014	June 19, 2014	$ 0.25
July 24, 2014	August 28, 2014	September 11, 2014	$ 0.25
October 30, 2014	November 25, 2014	December 9, 2014	$ 0.25
February 19, 2015	March 5, 2015	March 19, 2015	$ 0.25
April 20, 2015	June 4, 2015	June 18, 2015	$ 0.28

The dividend policy and the payment of future cash dividends are subject to the discretion of the Company's Board of Directors.

On July 23, 2015, the Company's Board declared a cash dividend of $0.28 per share on our common stock. The dividend is payable on September 10, 2015 to stockholders of record at the close of business on August 27, 2015.

On July 25, 2013, Nielsen's Board approved a share repurchase program for up to $500 million of its outstanding common stock. The primary purpose of the program is to mitigate dilution associated with Nielsen's equity compensation plans. On October 23, 2014, the Company announced that its board of directors approved a new share repurchase program for up to $1 billion of Nielsen's outstanding common stock. This is in addition to the current authorization in place since July 2013 as described above. Repurchases are made in accordance with applicable securities laws from time to time in the open market or otherwise depending on Nielsen management's evaluation of market conditions and other factors. This program has been executed within the limitations of the existing authority granted at Nielsen's Annual General Meetings of Shareholders held in 2014 and 2015. As of June 30, 2015, there have been 18,345,562 shares of our common stock purchased at an average price of $43.46 per share (total consideration of $797 million) under this program. The activity during the three months ended June 30, 2015 consisted of open market share repurchases and is summarized in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Plans or Programs
As of December 31, 2014	11,182,983	$ 42.67	11,182,983	$ 1,022,830,101
2015 Activity				
January 1- 31	1,611,203	44.09	1,611,203	$ 951,797,780
February 1- 28	814,753	$ 43.90	814,753	$ 916,031,448
March 1- 31	772,189	$ 43.76	772,189	$ 882,241,498
April 1-30	1,440,798	$ 45.30	1,440,798	$ 816,973,014
May 1-31	1,222,800	$ 45.37	1,222,800	$ 761,496,406
June 1-30	1,300,836	$ 45.14	1,300,836	$ 702,774,965
Total	18,345,562	$ 43.46	18,345,562	

10. Income Taxes

The effective tax rates for the three months ended June 30, 2015 and 2014 were 43% and 50%, respectively. The tax rate for the three months ended June 30, 2015 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns and the effect of global licensing activities and foreign distributions offset by the favorable impact of certain financing activities. The tax rate for the three months ended June 30, 2014 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, the effect of global licensing activities and foreign distributions, and audit settlements offset by the favorable impact of certain financing activities and release of tax contingencies.

The effective tax rates for the six months ended June 30, 2015 and 2014 were 41% and 45%, respectively. The tax rate for the six months ended June 30, 2015 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, the effect of global licensing activities and foreign distributions, and audit settlements offset by the favorable impact of certain financing activities and release of tax contingencies. The tax rate for the six months ended June 30, 2014 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, the effect of global licensing activities and foreign distributions, and audit settlements offset by the favorable impact of certain financing activities and release of tax contingencies.

The estimated liability for unrecognized income tax benefits as of December 31, 2015 is $457 million and was $452 million as of December 31, 2014. If the Company's tax positions are favorably sustained by the taxing authorities, the reversal of the underlying liabilities would reduce the Company's effective tax rate in future periods.

The Company files numerous consolidated and separate income tax returns in the U.S. and in many state and foreign jurisdictions. With few exceptions the Company is no longer subject to U.S. Federal income tax examination for 2006 and prior periods. In addition, the Company has subsidiaries in various states, provinces and countries that are currently under audit for years ranging from 2003 through 2014.

To date, the Company is not aware of any material adjustments not already accrued related to any of the current Federal, state or foreign audits under examination.

11. Commitments and Contingencies

Legal Proceedings and Contingencies

Nielsen is subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, the Company does expect that the ultimate disposition of these matters will not have a material adverse effect on its operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect the Company's future results of operations or cash flows in a particular period.

12. Segments

The Company aligns its operating segments in order to conform to management's internal reporting structure, which is reflective of service offerings by industry. Management aggregates such operating segments into two reporting segments: what consumers buy ("Buy"), consisting principally of market research information and analytical services; and what consumers watch ("Watch"), consisting principally of television, radio, online and mobile audience and advertising measurement and corresponding analytics.

Corporate consists principally of unallocated items such as certain facilities and infrastructure costs as well as intersegment eliminations. Certain corporate costs, other than those described above, including those related to selling, finance, legal, human resources, and information technology systems, are considered operating costs and are allocated to the Company's segments based on either the actual amount of costs incurred or on a basis consistent with the operations of the underlying segment. Information with respect to the operations of each of Nielsen's business segments is set forth below based on the nature of the services offered and geographic areas of operations.

Business Segment Information

(IN MILLIONS)	Buy	Watch	Corporate	Total
Three Months Ended June 30, 2015				
Revenues	$852	$707	$ —	$1,559
Depreciation and amortization	$53	$92	$ 1	$146
Restructuring charges	$10	$4	$ —	$14
Stock-based compensation expense	$4	$2	$ 7	$13
Other items[1]	$—	$—	$ 9	$9
Operating income/(loss)	$95	$216	$ (25)	$286
Business segment income/(loss)[2]	$162	$314	$ (8)	$468
Total assets as of June 30, 2015	$6,769	$8,422	$ 274	$15,465

(IN MILLIONS)				
Three Months Ended June 30, 2014				
Revenues	$900	$694	$ —	$1,594
Depreciation and amortization	$57	$87	$ 1	$145
Restructuring charges	$4	$7	$ 2	$13
Stock-based compensation expense	$3	$2	$ 7	$12
Other items[1]	$—	$2	$ 11	$13
Operating income/(loss)	$103	$203	$ (29)	$277
Business segment income/(loss)[2]	$167	$301	$ (8)	$460
Total assets as of December 31, 2014	$6,869	$8,156	$ 351	$15,376

(IN MILLIONS)	Buy	Watch	Corporate	Total
Six Months Ended June 30, 2015				
Revenues	$1,650	$1,367	$ —	$3,017
Depreciation and amortization	$106	$180	$ 2	$288
Restructuring charges	$17	$8	$ 3	$28
Stock-based compensation expense	$9	$4	$ 14	$27
Other items [1]	$—	$—	$ 20	$20
Operating income/(loss)	$140	$400	$ (55)	$485
Business segment income/(loss) [2]	$272	$592	$ (16)	$848

(IN MILLIONS)				
Six Months Ended June 30, 2014				
Revenues	$1,737	$1,346	$—	$3,083
Depreciation and amortization	$111	$173	$2	$286
Restructuring charges	$22	$10	$5	$37
Stock-based compensation expense	$9	$6	$9	$24
Other items [1]	$—	$3	$16	$19
Operating income/(loss)	$143	$376	$(49)	$470
Business segment income/(loss) [2]	$285	$568	$(17)	$836

(1) Other items primarily consist of non-recurring costs for the three and six months ended June 30, 2015 and 2014, respectively.
(2) The Company's chief operating decision making group uses business segment income/(loss) to measure performance from period to period both at the consolidated level as well as within its operating segments.

13. Guarantor Financial Information

The following supplemental financial information is being provided for purposes of compliance with reporting covenants contained in certain debt obligations of Nielsen and its subsidiaries. The financial information sets forth for Nielsen, its subsidiaries that have issued certain debt securities (the "Issuers") and its guarantor and non-guarantor subsidiaries, the consolidating balance sheet as of June 30, 2015 and December 31, 2014 and consolidating statements of operations and cash flows for the periods ended June 30, 2015 and 2014. The issued debt securities are jointly and severally guaranteed on a full and unconditional basis by Nielsen and subject to certain exceptions, each of the direct and indirect 100% owned subsidiaries of Nielsen, in each case to the extent that such entities provide a guarantee under the senior secured credit facilities. The issuers are also 100% owned indirect subsidiaries of Nielsen: Nielsen Finance LLC and Nielsen Finance Co. for certain series of debt obligations, and The Nielsen Company (Luxembourg) S ar l., for the other series of debt obligations. Each issuer is a guarantor of the debt obligations not issued by it.

Nielsen is a holding company and does not have any material assets or operations other than ownership of the capital stock of its direct and indirect subsidiaries. All of Nielsen's operations are conducted through its subsidiaries, and, therefore, Nielsen is expected to continue to be dependent upon the cash flows of its subsidiaries to meet its obligations. The senior secured credit facilities contain certain limitations on the ability of Nielsen to receive the cash flows of its subsidiaries.

While all subsidiary guarantees of the issued debt securities are full and unconditional, these guarantees contain customary release provisions including when (i) the subsidiary is sold or sells all of its assets, (ii) the subsidiary is declared "unrestricted" for covenant purposes, (iii) the subsidiary's guarantee under the senior secured credit facilities is released and (iv) the requirements for discharge of the indenture have been satisfied.

Nielsen N.V.

Condensed Consolidating Statement of Comprehensive Income (Unaudited)

For the three months ended June 30, 2015

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$ —	$ —	$ 899	$ 660	$ —	$ 1,559
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	320	328	—	648
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	2	—	249	214	—	465
Depreciation and amortization	—	—	120	26	—	146
Restructuring charges	—	—	8	6	—	14
Operating (loss)/income	(2)	—	202	86	—	286
Interest income	—	217	9	2	(227)	1
Interest expense	—	(75)	(220)	(11)	227	(79)
Foreign currency exchange transaction losses, net	—	—	—	(6)	—	(6)
Other income/(expense), net	—	—	99	(99)	—	—
(Loss)/income from continuing operations before income taxes and equity in net income of subsidiaries and affiliates	(2)	142	90	(28)	—	202
(Provision)/benefit for income taxes	—	(50)	(49)	13	—	(86)
Equity in net income of subsidiaries	116	20	75	129	(340)	—
Net income	114	112	116	114	(340)	116
Less net income attributable to noncontrolling interests	—	—	—	2	—	2
Net income attributable to controlling interest	114	112	116	112	(340)	114
Total other comprehensive income	42	45	42	46	(134)	41
Total other comprehensive loss attributable to noncontrolling interests	—	—	—	(1)	—	(1)
Total other comprehensive income attributable to controlling interests	42	45	42	47	(134)	42
Total comprehensive income	156	157	158	160	(474)	157
Comprehensive income attributable to noncontrolling interests	—	—	—	1	—	1
Total comprehensive income attributable to controlling interest	$ 156	157	158	159	(474)	156

Nielsen N.V.

Condensed Consolidating Statement of Comprehensive Income (Unaudited)

For the three months ended June 30, 2014

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$ —	$ —	$ 851	$ 743	$ —	$ 1,594
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	329	348	—	677
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	1	—	239	242	—	482
Depreciation and amortization	—	—	115	30	—	145
Restructuring charges	—	—	12	1	—	13
Operating (loss)/income	(1)	—	156	122	—	277
Interest income	—	213	11	3	(226)	1
Interest expense	—	(74)	(217)	(13)	226	(78)
Foreign currency exchange transaction losses, net	—	—	(1)	(5)	—	(6)
Other (expense)/income, net	—	(45)	158	(158)	—	(45)
(Loss)/income from continuing operations before income taxes and equity in net income of subsidiaries and affiliates	(1)	94	107	(51)	—	149
Benefit/(provision) for income taxes	1	(10)	(68)	3	—	(74)
Equity in net income of subsidiaries	74	196	35	125	(430)	—
Equity in net income of affiliates	—	—	—	1	—	1
Net income	74	280	74	78	(430)	76
Less net income attributable to noncontrolling interests	—	—	—	2	—	2
Net income attributable to controlling interest	74	280	74	76	(430)	74
Total other comprehensive income	41	34	41	34	(109)	41
Total comprehensive income	115	314	115	112	(539)	117
Comprehensive income attributable to noncontrolling interests	—	—	—	2	—	2
Total comprehensive income attributable to controlling interest	$ 115	314	115	110	(539)	115

Nielsen N.V.

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the six months ended June 30, 2015

(IN MILLIONS)	Parent	Issuer	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$—	$—	$ 1,745	$ 1,272	$ —	$ 3,017
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	632	638	—	1,270
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	3	—	507	436	—	946
Depreciation and amortization	—	—	233	55	—	288
Restructuring charges	—	—	19	9	—	28
Operating (loss)/income	(3)	—	354	134	—	485
Interest income	—	437	20	3	(458)	2
Interest expense	—	(143)	(444)	(23)	458	(152)
Foreign currency exchange transaction losses, net	—	—	(11)	(21)	—	(32)
Other income/(expense), net	—	—	91	(91)	—	—
(Loss)/income from continuing operations before income taxes and equity in net income of subsidiaries and affiliates	(3)	294	10	2	—	303
Provision for income taxes	—	(103)	(14)	(7)	—	(124)
Equity in net income of subsidiaries	180	5	184	197	(566)	—
Net income	177	196	180	192	(566)	179
Less net income attributable to noncontrolling interests	—	—	—	2	—	2
Net income attributable to controlling interest	177	196	180	190	(566)	177
Total other comprehensive loss	(121)	(118)	(121)	(122)	357	(125)
Total other comprehensive loss attributable to noncontrolling interests	—	—	—	(4)	—	(4)
Total other comprehensive loss attributable to controlling interests	(121)	(118)	(121)	(118)	357	(121)
Total comprehensive income	56	78	59	70	(209)	54
Comprehensive loss attributable to noncontrolling interests	—	—	—	(2)	—	(2)
Total comprehensive income attributable to controlling interests	$56	78	59	72	(209)	56

Nielsen N.V.

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the six months ended June 30, 2014

(IN MILLIONS)	Parent	Issuer	Guarantor	Non-Guarantor	Elimination	Consolidated
Revenues	$—	$—	$ 1,654	$ 1,429	$ —	$ 3,083
Cost of revenues, exclusive of depreciation and amortization shown separately below	—	—	636	683	—	1,319
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	1	—	487	483	—	971
Depreciation and amortization	—	—	225	61	—	286
Restructuring charges	—	—	24	13	—	37
Operating (loss)/income	(1)	—	282	189	—	470
Interest income	—	421	23	5	(447)	2
Interest expense	—	(147)	(430)	(25)	447	(155)
Foreign currency exchange transaction losses, net	—	—	—	(33)	—	(33)
Other (expense)/income, net	—	(45)	148	(151)	—	(48)
(Loss)/income from continuing operations before income taxes and equity in net income/(loss) of subsidiaries and affiliates	(1)	229	23	(15)	—	236
Benefit/(provision) for income taxes	5	(57)	(47)	(8)	—	(107)
Equity in net income of subsidiaries	128	160	153	147	(588)	—
Equity in net (loss)/income of affiliates	—	—	(1)	3	—	2
Net income	132	332	128	127	(588)	131
Less net loss attributable to noncontrolling interests	—	—	—	(1)	—	(1)
Net income attributable to controlling interest	132	332	128	128	(588)	132
Total other comprehensive income	38	22	38	22	(82)	38
Total comprehensive income	170	354	166	149	(670)	169
Comprehensive loss attributable to noncontrolling interests	—	—	—	(1)	—	(1)
Total comprehensive income attributable to controlling interest	$ 170	354	166	150	(670)	170

Nielsen N.V.

Condensed Consolidating Balance Sheet (Unaudited)

June 30, 2015

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Assets:						
Current assets						
Cash and cash equivalents	$29	—	40	262	—	331
Trade and other receivables, net	—	—	536	691	—	1,227
Prepaid expenses and other current assets	—	9	381	166	—	556
Intercompany receivables	1	411	299	126	(837)	—
Total current assets	30	420	1,256	1,245	(837)	2,114
Non-current assets						
Property, plant and equipment, net	—	—	332	176	—	508
Goodwill	—	—	5,724	1,966	—	7,690
Other intangible assets, net	—	—	4,351	351	—	4,702
Deferred tax assets	1	—	24	45	—	70
Other non-current assets	—	48	207	126	—	381
Equity investment in subsidiaries	4,711	1,457	6,111	2,934	(15,213)	—
Intercompany loans	—	10,835	530	187	(11,552)	—
Total assets	$4,742	$12,760	$ 18,535	$ 7,030	$ (27,602)	$ 15,465
Liabilities and equity:						
Current liabilities						
Accounts payable and other current liabilities	$13	$52	$ 314	$ 452	$ —	$ 831
Deferred revenues	—	—	186	146	—	332
Income tax liabilities	—	—	90	49	—	139
Current portion of long-term debt, capital lease obligations and short-term borrowings	—	98	232	1	—	331
Intercompany payables	15	124	523	175	(837)	—
Total current liabilities	28	274	1,345	823	(837)	1,633
Non-current liabilities						
Long-term debt and capital lease obligations	—	7,036	85	21	—	7,142
Deferred tax liabilities	—	74	878	65	—	1,017
Intercompany loans	35	61	10,952	504	(11,552)	—
Other non-current liabilities	2	4	564	351	—	921
Total liabilities	65	7,449	13,824	1,764	(12,389)	10,713
Total stockholders' equity	4,677	5,311	4,711	5,191	(15,213)	4,677
Noncontrolling interests	—	—	—	75	—	75
Total equity	4,677	5,311	4,711	5,266	(15,213)	4,752
Total liabilities and equity	$4,742	$12,760	$ 18,535	$ 7,030	$ (27,602)	$ 15,465

Nielsen N.V.

Condensed Consolidating Balance Sheet

December 31, 2014

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Elimination	Consolidated
Assets:						
Current assets						
Cash and cash equivalents	$49	$1	$(51)	$274	$—	$273
Trade and other receivables, net	1	—	526	714	—	1,241
Prepaid expenses and other current assets	—	8	339	158	—	505
Intercompany receivables	1	228	141	190	(560)	—
Total current assets	51	237	955	1,336	(560)	2,019
Non-current assets	—					
Property, plant and equipment, net	—	—	335	198	—	533
Goodwill	—	—	5,588	2,083	—	7,671
Other intangible assets, net	—	—	4,318	397	—	4,715
Deferred tax assets	1	—	25	57	—	83
Other non-current assets	—	44	171	140	—	355
Equity investment in subsidiaries	5,017	1,124	6,548	2,795	(15,484)	—
Intercompany receivables	—	10,493	560	191	(11,244)	—
Total assets	$5,069	$11,898	$18,500	$7,197	$(27,288)	$15,376
Liabilities and equity:						
Current liabilities						
Accounts payable and other current liabilities	$10	$44	$418	$563	$—	$1,035
Deferred revenues	—	—	159	145	—	304
Income tax liabilities	1	—	18	43	—	62
Current portion of long-term debt, capital lease obligations and short-term borrowings	—	98	298	1	—	397
Intercompany payables	—	—	428	132	(560)	—
Total current liabilities	11	142	1,321	884	(560)	1,798
Non-current liabilities						
Long-term debt and capital lease obligations	—	6,358	87	20	—	6,465
Deferred tax liabilities	—	74	895	56	—	1,025
Intercompany loans	—	61	10,613	570	(11,244)	—
Other non-current liabilities	2	2	567	384	—	955
Total liabilities	13	6,637	13,483	1,914	(11,804)	10,243
Total stockholders' equity	5,056	5,261	5,017	5,206	(15,484)	5,056
Noncontrolling interests	—	—	—	77	—	77
Total equity	5,056	5,261	5,017	5,283	(15,484)	5,133
Total liabilities and equity	$5,069	$11,898	$18,500	$7,197	$(27,288)	$15,376

Nielsen N.V.

Condensed Consolidating Statement of Cash Flows (Unaudited)

For the six months ended June 30, 2015

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Consolidated
Net cash provided by operating activities	$—	$258	$ 46	$ 22	$ 326
Investing activities:					
Acquisition of subsidiaries and affiliates, net of cash acquired	—	—	(196)	(1)	(197)
Additions to property, plant and equipment and other assets	—	—	(49)	(20)	(69)
Additions to intangible assets	—	—	(117)	(13)	(130)
Other investing activities	—	—	3	—	3
Net cash used in investing activities	—	—	(359)	(34)	(393)
Financing activities:					
Net borrowings under revolving credit facility	—	—	(72)	—	(72)
Repayments of debt	—	(49)	—	—	(49)
Proceeds from the issuance of debt, net of issuance costs		746			746
Cash dividends paid to stockholders	(192)	—	—	—	(192)
Repurchase of common stock	(320)	—	—	—	(320)
Activity under stock plans	28	—	(2)	—	26
Excess tax benefits from stock-based compensation	—	—	28	—	28
Settlement of intercompany and other financing activities	464	(956)	453	27	(12)
Net cash (used in)/provided by financing activities	(20)	(259)	407	27	155
Effect of exchange-rate changes on cash and cash equivalents	—	—	(3)	(27)	(30)
Net (decrease)/increase in cash and cash equivalents	(20)	(1)	91	(12)	58
Cash and cash equivalents at beginning of period	49	1	(51)	274	273
Cash and cash equivalents at end of period	$29	$—	$ 40	$ 262	$ 331

Nielsen N.V.

Condensed Consolidated Statement of Cash Flows (Unaudited)

For the six months ended June 30, 2014

(IN MILLIONS)	Parent	Issuers	Guarantor	Non-Guarantor	Consolidated
Net cash provided by/(used in) operating activities	$ 1	$ 299	$ (17)	$ 17	$ 300
Investing activities:					
Acquisition of subsidiaries and affiliates, net of cash acquired	—	—	(118)	(74)	(192)
Additions to property, plant and equipment and other assets	—	—	(38)	(16)	(54)
Additions to intangible assets	—	—	(106)	(11)	(117)
Other investing activities	9	—	(9)	—	—
Net cash provided by/(used in) investing activities	9	—	(271)	(101)	(363)
Financing activities:					
Net borrowings under revolving credit facility	—	—	25	—	25
Repayments of debt	—	(3,747)	—	(1)	(3,748)
Proceeds from the issuance of debt, net of issuance costs	—	3,748	—	—	3,748
Cash dividends paid to stockholders	(167)	—	—	—	(167)
Repurchase of common stock	(48)	—	—	—	(48)
Activity under stock plans	60			(3)	57
Settlement of intercompany and other financing activities	154	(300)	79	26	(41)
Net cash (used in)/provided by financing activities	(1)	(299)	104	22	(174)
Effect of exchange-rate changes on cash and cash equivalents	—	—	—	(17)	(17)
Net increase/(decrease) in cash and cash equivalents	9	—	(184)	(79)	(254)
Cash and cash equivalents at beginning of period	12	—	205	347	564
Cash and cash equivalents at end of period	$ 21	$ —	$ 21	$ 268	$ 310

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction

The following discussion and analysis supplements management's discussion and analysis of Nielsen N.V. (formerly Nielsen Holdings N.V.) ("the Company" or "Nielsen") for the year ended December 31, 2014 as contained in the Annual Report on Form 10-K filed by the Company with the Securities and Exchange Commission on February 20, 2015, and presumes that readers have read or have access to such discussion and analysis. The following discussion and analysis should also be read together with the accompanying Condensed Consolidated Financial Statements and related notes thereto. Further, this report may contain material that includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect, when made, Nielsen's current views with respect to current events and financial performance. Statements, other than those based on historical facts, which address activities, events or developments that we expect or anticipate may occur in the future are forward-looking statements. Such forward-looking statements are subject to many risks, uncertainties and factors relating to Nielsen's operations and business environment that may cause actual results to be materially different from any future results, express or implied, by such forward-looking statements, including but not limited to, those set forth in this Item 2 and Part II, Item 1A, if any, and those noted in our 2014 Annual Report on Form 10-K under "Risk Factors." Forward-looking statements speak only as of the date of this report or as of the date they were made. We disclaim any intention to update the current expectations or forward-looking statements contained in this report. Unless required by context, references to "we", "us", and "our" refer to Nielsen and each of its consolidated subsidiaries.

From time to time, Nielsen may use its website and social media outlets as channels of distribution of material company information. Financial and other material information regarding the company is routinely posted and accessible on our website at http://www.nielsen.com/investors and our Twitter account at http://twitter.com/nielsen.

Background and Executive Summary

We are a leading global performance management company. The company provides to clients a comprehensive understanding of what consumers buy and what they watch and how those choices intersect. We deliver critical media and marketing information, analytics and manufacturer and retailer expertise about what and where consumers buy (referred to herein as "Buy") and what consumers read, watch and listen to (consumer interaction across the television, radio, online and mobile viewing and listening platforms referred to herein as "Watch") on a local and global basis. Our information, insights and solutions help our clients maintain and strengthen their market positions and identify opportunities for profitable growth. We have a presence in more than 100 countries, including many emerging markets, and hold leading market positions in many of our services and geographies.

We believe that important measures of our results of operations include revenue, operating income and Adjusted EBITDA (defined below). Our long-term financial objectives include consistent revenue growth and expanding operating margins. Accordingly, we are focused on geographic market and service offering expansion to drive revenue growth and improving operating efficiencies including effective resource utilization, information technology leverage and overhead cost management.

Our business strategy is built upon a model that has traditionally yielded consistent revenue performance. Typically, before the start of each year, nearly 70% of our annual revenue has been committed under contracts in our combined Buy and Watch segments, which provides us with a high degree of stability to our revenue and allows us to effectively manage our profitability and cash flows. We continue to look for growth opportunities through global expansion, specifically within emerging markets, as well as through the expansion of our measurement and analytics services.

Our restructuring and other productivity initiatives have been focused on a combination of improving operating leverage through targeted cost-reduction programs, business process improvements and portfolio restructuring actions, while at the same time investing in key programs to enhance future growth opportunities.

Achieving our business objectives requires us to manage a number of key risk areas. Our growth objective of geographic market and service expansion requires us to maintain the consistency and integrity of our information and underlying processes on a global scale, and to invest effectively our capital in technology and infrastructure to keep pace with our clients' demands and our competitors. Our operating footprint across approximately 100 countries requires disciplined global and local resource management of internal and third party providers to ensure success. In addition, our high level of indebtedness requires active management of our debt profile, with a focus on underlying maturities, interest rate risk, liquidity and operating cash flows.

On February 26, 2015, we announced that our Board of Directors unanimously approved a proposal that would result in a change in domicile of the Company from the Netherlands to the United Kingdom. Under the proposal, our principal executive offices would continue to be located in the United States. The proposed change in domicile was approved by our shareholders on June 26, 2015 and is expected to occur in the third quarter of 2015 subject to the satisfaction of various customary conditions.

Business Segment Overview

We align our business into two reporting segments, Buy (consumer purchasing measurement and analytics) and Watch (media audience measurement and analytics). Our Buy and Watch segments are built on an extensive foundation of proprietary data assets designed to yield essential insights for our clients to successfully measure, analyze and grow their businesses and manage their performance. The information from our Buy and Watch segments, when brought together, can deliver powerful insights into the effectiveness of branding, advertising and consumer choice by linking media consumption trends with consumer purchasing data to better understand behavior and better manage supply and demand as well as media spend, supply chain issues, and much more. We believe these integrated insights better enable our clients to enhance the return on both long-term and short-term investments.

Our Buy segment provides retail transactional measurement data, consumer behavior information and analytics primarily to businesses in the consumer packaged goods industry. Our extensive database of retail and consumer information, combined with our advanced analytical capabilities, helps generate strategic insights that influence our clients' key business decisions. We track billions of sales transactions per month in retail outlets globally and our data is used to measure their sales and market share. Our Buy services also enable our clients to better manage their brands, uncover new sources of demand, manage their supply chain issues, launch and grow new services, analyze their sales, improve their marketing mix and establish more effective consumer relationships. Within our Buy segment, we have two primary geographic groups, developed and emerging markets. Developed markets primarily include the United States, Canada, Western Europe, Japan, South Korea and Australia while emerging markets include Africa, Latin America, Eastern Europe, Russia, China, India and Southeast Asia.

Our Watch segment provides viewership and listening data and analytics primarily to the media and advertising industries across the television, radio, online and mobile viewing and listening platforms. Our Watch data is used by our media clients to understand their audiences, establish the value of their advertising inventory and maximize the value of their content, and by our advertising clients to plan and optimize their spending.

Certain corporate costs, including those related to selling, finance, legal, human resources, and information technology systems, are considered operating costs and are allocated to our segments based on either the actual amount of costs incurred or on a basis consistent with the operations of the underlying segment.

Factors Affecting Our Financial Results

Acquisitions and Investments in Affiliates

For the six months ended June 30, 2015, we paid cash consideration of $197 million associated with both current period and previously executed acquisitions, net of cash acquired. Had these current period acquisitions occurred as of January 1, 2015, the impact on our consolidated results of operations would not have been material.

For the six months ended June 30, 2014, we paid cash consideration of $192 million associated with both current period and previously executed acquisitions, net of cash acquired. Had these current period acquisitions occurred as of January 1, 2014, the impact on our consolidated results of operations would not have been material.

Foreign Currency

Our financial results are reported in U.S. dollars and are therefore subject to the impact of movements in exchange rates on the translation of the financial information of individual businesses whose functional currencies are other than U.S. dollars. Our principal foreign exchange revenue exposure is spread across several currencies, primarily the Euro. The table below sets forth the profile of our revenue by principal currency.

	Six Months Ended June 30, 2015		Six Months Ended June 30, 2014	
U.S. Dollar	59	%	55	%
Euro	9	%	11	%
Other Currencies	32	%	34	%
Total	100	%	100	%

As a result, fluctuations in the value of foreign currencies relative to the U.S. dollar impact our operating results. Impacts associated with fluctuations in foreign currency are discussed in more detail under “Item 3.—Quantitative and Qualitative Disclosures about Market Risk.” In countries with currencies other than the U.S. dollar, assets and liabilities are translated into U.S. dollars using end-of-period exchange rates; revenues, expenses and cash flows are translated using average rates of exchange. The average U.S. dollar to Euro exchange rate was $1.12 to €1.00 and $1.37 to €1.00 for the six months ended June 30, 2015 and 2014, respectively. Constant currency growth rates used in the following discussion of results of operations eliminate the impact of year-over-year foreign currency fluctuations.

We evaluate our results of operations on both an as reported and a constant currency basis. The constant currency presentation is a non-GAAP financial measure, which excludes the impact of fluctuations in foreign currency exchange rates. We believe providing constant currency information provides valuable supplemental information regarding our results of operations, consistent with how we evaluate our performance. We calculate constant currency percentages by converting our prior-period local currency financial results using the current period foreign currency exchange rates and comparing these adjusted amounts to our current period reported results. This calculation may differ from similarly-titled measures used by others. In addition, the constant currency presentation is not meant to be a substitution for recorded amounts presented in conformity with GAAP nor should such amounts be considered in isolation.

Operations in Venezuela

We have operations in both the Buy and Watch segments in Venezuela and the functional currency for these operations was the Venezuelan Bolivares Fuertes. Venezuela’s currency has been considered hyperinflationary since January 1, 2010 and, accordingly, the local currency transactions have been denominated in U.S. dollars since January 1, 2010 and will continue to be until Venezuela’s currency is deemed to be non-hyperinflationary.

During the period between the first quarter of 2013 through the six months ended June 30, 2015, there have been a number of changes in the foreign exchange regime in Venezuela that have impacted the conversion rates used by us for the conversion of Venezuelan Bolivares Fuertes into U.S. Dollars in its financial statements, resulting in foreign currency exchange transaction losses in the consolidated statement of operations, reflecting the write-down of monetary assets and liabilities in our Venezuelan operations.

In February 2013, the official exchange rate was moved from 4.30 to 6.30 and the regulated System of Transactions with Securities in Foreign Currency market was suspended.

Based on facts and circumstances present at March 31, 2014, we began using the exchange rate determined by periodic auctions for U.S. dollars conducted under Venezuela’s Complementary System of Foreign Currency Administration (“SICAD I”) as the SICAD I exchange rate represented what was the most realistic official exchange rate at which to remeasure the U.S. dollar value of the bolivar-denominated monetary assets and liabilities of our Venezuelan operations at that time. At March 31, 2014, the SICAD I exchange rate was 10.8 bolivars to the U.S. dollar. As a result of this change, we recorded a pre-tax charge of $20 million during the first quarter of 2014.

Due to the lack of access to the SICAD I auction system throughout the remainder of 2014, as of December 31, 2014 we decided it was more likely that we would be able to gain access to U.S. dollars through the SICAD II mechanism to settle transactions conducted by the Company in Venezuela as SICAD II was created to provide a more open mechanism that was designed to permit any company to request U.S. dollars for any purpose. At December 31, 2014, the SICAD II exchange rate was 50.0 bolivars to the U.S. dollar. As a result of the changes in exchange rate assumptions in the fourth quarter of 2014, we recorded a pre-tax charge of $32 million, for a total of $52 million for the year ended December 31, 2014.

On February 12, 2015, the Venezuelan government replaced SICAD II with a new foreign exchange market mechanism (“SIMADI”). We currently expect to be able to access U.S. dollars through the SIMADI market. SIMADI has significantly higher foreign exchange rates than those available through the other foreign exchange mechanisms. At June 30, 2015, the SIMADI exchange rate was 197.0 bolivars to the U.S. dollar. As a result of this change, we recorded a pre-tax charge of $8 million during the six months ended June 30, 2015.

We will continue to assess the appropriate conversion rate based on events in Venezuela and our specific facts and circumstances. Total net monetary assets in U.S. dollars at the June 30, 2015 SIMADI rate totaled $3 million.

Results of Operations – Three Months Ended June 30, 2015 Compared to the Three Months Ended June 30, 2014

The following table sets forth, for the periods indicated, the amounts included in our Condensed Consolidated Statements of Operations:

	Three Months Ended June 30,	
(IN MILLIONS)	2015	2014
Revenues	$ 1,559	$ 1,594
Cost of revenues, exclusive of depreciation and amortization shown separately below	648	677
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	465	482
Depreciation and amortization	146	145
Restructuring charges	14	13
Operating income	286	277
Interest income	1	1
Interest expense	(79)	(78)
Foreign currency exchange transaction losses, net	(6)	(6)
Other expense, net	—	(45)
Income from continuing operations before income taxes and equity in net income of affiliates	202	149
Provision for income taxes	(86)	(74)
Equity in net income of affiliates	—	1
Net income	$ 116	$ 76

Net Income to Adjusted EBITDA Reconciliation

We define Adjusted EBITDA as net income or loss from our consolidated statements of operations before interest income and expense, income taxes, depreciation and amortization, restructuring charges, goodwill and intangible asset impairment charges, stock-based compensation expense, equity in net income of affiliates and other non-operating items from our consolidated statements of operations as well as certain other items specifically described below.

Adjusted EBITDA is not a presentation made in accordance with GAAP, and our use of the term Adjusted EBITDA may vary from the use of similarly-titled measures by others in our industry due to the potential inconsistencies in the method of calculation and differences due to items subject to interpretation.

We use Adjusted EBITDA to measure our performance from period to period both at the consolidated level as well as within our operating segments, to evaluate and fund incentive compensation programs and to compare our results to those of our competitors. In addition to Adjusted EBITDA being a significant measure of performance for management purposes, we also believe that this presentation provides useful information to investors regarding financial and business trends related to our results of operations and that when non-GAAP financial information is viewed with GAAP financial information, investors are provided with a more meaningful understanding of our ongoing operating performance.

Adjusted EBITDA should not be considered as an alternative to net income or loss, operating income, cash flows from operating activities or any other performance measures derived in accordance with GAAP as measures of operating performance or cash flows as measures of liquidity. Adjusted EBITDA has important limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP.

The below table presents a reconciliation from net income to Adjusted EBITDA for the three months ended June 30, 2015 and 2014:

	Three Months Ended June 30,	
(IN MILLIONS)	2015	2014
Net income	$ 116	$ 76
Interest expense, net	78	77
Provision for income taxes	86	74
Depreciation and amortization	146	145
EBITDA	426	372
Equity in net income of affiliates	—	(1)
Other non-operating expense, net	6	51
Restructuring charges	14	13
Stock-based compensation expense	13	12
Other items[(a)]	9	13
Adjusted EBITDA	$ 468	$ 460

(a) Other items primarily consist of non-recurring costs for the three months ended June 30, 2015 and 2014.

Consolidated Results for the Three Months Ended June 30, 2015 Compared to the Three Months Ended June 30, 2014

Revenues

Revenues decreased 2.2% to $1,559 million for the three months ended June 30, 2015 from $1,594 million for the three months ended June 30, 2014, or an increase of 4.8% on a constant currency basis, excluding a 7.0% unfavorable impact of changes in foreign currency exchange rates. Revenues within our Buy segment decreased 5.3%, or an increase of 4.8% on a constant currency basis. Revenues within our Watch segment increased 1.9%, or 4.7% on a constant currency basis. Refer to the “Business Segment Results” section for further discussion of our revenue performance.

Cost of Revenues, Exclusive of Depreciation and Amortization

Cost of revenues decreased 4.3% to $648 million for the three months ended June 30, 2015 from $677 million for the three months ended June 30, 2014, or an increase of 2.7% on a constant currency basis, excluding a 7.0% favorable impact of changes in foreign currency exchange rates.

Costs within our Buy segment decreased 8.5%, or an increase of 0.5% on a constant currency basis. Excluding a 9.0% favorable impact of changes in foreign currency exchange rates, cost of revenues increased due to the continued global investments in our services.

Costs within our Watch segment increased 1.6%, or 4.8% on a constant currency basis. Excluding a 3.2% favorable impact of changes in foreign currency exchange rates, cost of revenues increased due to higher spending on product portfolio management initiatives, including our digital and Marketing Effectiveness product offerings.

Selling, General and Administrative Expenses, Exclusive of Depreciation and Amortization

Selling, general and administrative expenses decreased 3.5% to $465 million for the three months ended June 30, 2015 from $482 million for the three months ended June 30, 2014, or an increase of 4.3% on a constant currency basis, excluding a 7.8% favorable impact of changes in foreign currency exchange rates.

Costs within our Buy segment decreased 1.8%, or an increase of 8.5% on a constant currency basis. Excluding a 10.3% favorable impact of changes in foreign currency exchange rates, selling, general and administrative increased due to continued global investments associated with our services.

Costs within our Watch segment decreased 2.9%, or an increase of 0.7% on a constant currency basis. Excluding a 3.6% favorable impact of changes in foreign currency exchange rates, selling, general and administrative expenses were relatively flat for the three months ended June 30, 2015.

Corporate costs decreased by approximately $6 million due primarily to lower non-recurring costs and restructuring charges in 2015.

Depreciation and Amortization

Depreciation and amortization expense was $146 million for the three months ended June 30, 2015 as compared to $145 million for the three months ended June 30, 2014.

For each of the three months ended June 30, 2015 and 2014, depreciation and amortization expense included charges for the depreciation and amortization of tangible and intangible assets acquired in business combinations of $51 million.

Restructuring Charges

We recorded $14 million and $13 million in restructuring charges relating to employee severance associated with productivity initiatives for the three months ended June 30, 2015 and 2014, respectively.

Operating Income

Operating income for the three months ended June 30, 2015 was $286 million as compared to $277 million for the three months ended June 30, 2014. Operating income within our Buy segment was $95 million for the three months ended June 30, 2015 as compared to $103 million for the three months ended June 30, 2014. Operating income within our Watch segment was $216 million for the three months ended June 30, 2015 as compared to $203 million for the three months ended June 30, 2014. Corporate operating expenses were $25 million for the three months ended June 30, 2015 as compared to $29 million for the three months ended June 30, 2014.

Interest Expense

Interest expense was $79 million for the three months ended June 30, 2015 as compared to $78 million for the three months ended June 30, 2014. This increase is primarily due to the issuance of $750 million 5.00% Senior Notes in February 2015 partially offset by the refinancing of a portion of the 7.75% Senior Notes in April 2014 and the refinancing of the remaining 7.75% Senior Notes in July 2014.

Foreign Currency Exchange Transaction Losses, Net

Foreign currency exchange transaction losses, net, represent the net gain or loss on revaluation of external debt, intercompany loans and other receivables and payables denominated in currencies other than the respective entity’s functional currency. Fluctuations in the value of foreign currencies relative to the U.S. Dollar have a significant effect on our operating results, primarily the Euro. The average U.S. Dollar to Euro exchange rate was $1.11 to €1.00 for the three months ended June 30, 2015 as compared to $1.37 to €1.00 for the three months ended June 30, 2014.

We realized net losses of $6 million for the three months ended June 30, 2015, resulting primarily from the fluctuations in certain foreign currencies associated with intercompany transactions partially offset by a gain of $1 million associated with foreign currency derivative financial instruments.

We realized net losses of $6 million for the three months ended June 30, 2014, resulting primarily from the fluctuations in certain foreign currencies associated with intercompany transactions.

Other Expense, Net

Other expense, net of $45 million for the three months ended June 30, 2014 is primarily related to the “make-whole” premium associated with the partial redemption of the 7.75% Senior Notes due 2018, as well as the write-off of certain previously capitalized deferred financing fees associated with the Class D and E term loans and certain costs incurred in connection with the refinancings. We did not incur similar expenses in the three months ended June 30, 2015.

Income Taxes

The effective tax rates for the three months ended June 30, 2015 and 2014 were 43% and 50% respectively. The tax rate for the three months ended June 30, 2015 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns and the effect of global licensing activities and foreign distributions offset by the favorable impact of certain financing activities. The tax rate for the three months ended June 30, 2014 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, the effect of global licensing activities and foreign distributions, and audit settlements offset by the favorable impact of certain financing activities and release of tax contingencies.

The estimated liability for unrecognized tax benefits as of December 31, 2015 is $457 million and was $452 million as of December 31, 2014. If the Company's tax positions are favorably sustained by the taxing authorities, the reversal of the underlying liabilities would reduce the Company's effective tax rate in future periods.

Adjusted EBITDA

Adjusted EBITDA increased 1.7% to $468 million for the three months ended June 30, 2015 from $460 million for the three months ended June 30, 2014, or 7.3% on a constant currency basis, excluding a 5.6% unfavorable impact of changes in foreign currency exchange rates. See "Results of Operations – Three Months Ended June 30, 2015 Compared to the Three Months Ended June 30, 2014" for the reconciliation of net income to Adjusted EBITDA.

Business Segment Results for the Three Months Ended June 30, 2015 Compared to the Three Months Ended June 30, 2014

Revenues

The table below sets forth our segment revenue performance data for the three months ended June 30, 2015 compared to the three months ended June 30, 2014, both on an as-reported and constant currency basis.

(IN MILLIONS)	Three Months Ended June 30, 2015 Reported	Three Months Ended June 30, 2014 Reported	% Variance 2015 vs. 2014 Reported	Three Months Ended June 30, 2014 Constant Currency	% Variance 2015 vs. 2014 Constant Currency
Revenues by segment					
Buy	$ 852	$ 900	(5.3)%	$ 813	4.8%
Watch	707	694	1.9%	675	4.7%
Total	$ 1,559	$ 1,594	(2.2)%	$ 1,488	4.8%

Buy Segment Revenues

Revenues decreased 5.3% to $852 million for the three months ended June 30, 2015 from $900 million for the three months ended June 30, 2014, or an increase of 4.8% on a constant currency basis, excluding a 10.1% unfavorable impact of changes in foreign currency exchange rates.

Revenues from developed markets decreased 5.2% to $582 million, or an increase of 2.8% on a constant currency basis, excluding an 8.0% unfavorable impact of changes in foreign currency exchange rates. Excluding the impact of foreign currency exchange rates, revenue grew as a result of continued investments in products such as advanced analytics and innovation as well as growth in our subscription-based products.

Revenues from emerging markets decreased 5.6% to $270 million, or an increase of 9.3% on a constant currency basis, excluding a 14.9% unfavorable impact of changes in foreign currency exchange rates. Excluding the impact of foreign currency exchange rates, revenue growth was driven by our continued commitment to invest in coverage and analytics capabilities, which resulted in broad-based demand for our services within both our multinational and local client bases. For the three months ended June 30, 2015, these investments drove double-digit growth in Latin America, Middle East, Africa, Greater China and Eastern Europe.

Watch Segment Revenues

Revenues increased 1.9% to $707 million for the three months ended June 30, 2015 from $694 million for the three months ended June 30, 2014, or an increase of 4.7% on a constant currency basis, excluding a 2.8% unfavorable impact of changes in foreign currency exchange rates. Excluding the impact of foreign currency exchange rates, revenue growth was driven by growth in Audience Measurement, which increased 2.5% (5.1% on a constant currency basis) due to the resilience in our core television audience measurement, the acquisition of eXelate and our continued investment in digital. Excluding Audio, Audience Measurement increased 3.4% (6.8% on a constant currency basis). Audio decreased 0.8% on a reported and constant currency basis, for the three months ended June 30, 2015. Combined, Audience Measurement and Audio comprise approximately 80% of our Watch segment revenues. Our Marketing Effectiveness offerings had another strong quarter, growing 18.2% (21.7% on a constant currency basis), as client's demand for our Reaction products such as Nielsen Catalina Solutions and Nielsen Buyer Insights continues to increase. However, this gain was offset by a decrease of 19.1% (15.5% on a constant currency basis) in our other Watch products as we continue to run-off the legacy online rankings product, which will be replaced by Digital Content Ratings in the fall of this year, in addition to exiting non-core media analytics products. Excluding the impact of our other Watch products, segment revenues increased 4.1% or 6.9% on a constant currency basis.

Business Segment Profitability

We do not allocate items below operating income/(loss) to our business segments and therefore the tables below set forth a reconciliation of operating income/(loss) at the business segment level for the three months ended June 30, 2015 and 2014, adjusting for certain items affecting operating income/(loss), such as restructuring charges, depreciation and amortization, stock-based compensation expense and certain other items described below resulting in a presentation of our non-GAAP business segment profitability. Non-GAAP business segment profitability provides useful supplemental information to management and investors regarding financial and business trends related to our results of operations. When this non-GAAP financial information is viewed with our GAAP financial information, investors are provided with a meaningful understanding of our ongoing operating performance. It is important to note that the non-GAAP business segment profitability corresponds in total to our consolidated Adjusted EBITDA described within our consolidated results of operations above, which our chief operating decision making group and other members of management use to measure our performance from period to period both at the consolidated level as well as within our operating segments, to evaluate and fund incentive compensation programs and to compare our results to those of our competitors. These non-GAAP measures should not be considered as an alternative to net income/(loss), operating income/(loss), cash flows from operating activities or any other performance measures derived in accordance with GAAP as measures of operating performance or cash flows as measures of liquidity. These non-GAAP measures have important limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP.

THREE MONTHS ENDED JUNE 30, 2015 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items [1]	Non-GAAP Business Segment Income/(Loss)
Buy	$ 95	$ 10	$ 53	$ 4	$ —	$ 162
Watch	216	4	92	2	—	314
Corporate and Eliminations	(25)	—	1	7	9	(8)
Total Nielsen	$ 286	$ 14	$ 146	$ 13	$ 9	$ 468

THREE MONTHS ENDED JUNE 30, 2014 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items [1]	Non-GAAP Business Segment Income/(Loss)
Buy	$ 103	$ 4	$ 57	$ 3	$ —	$ 167
Watch	203	7	87	2	2	301
Corporate and Eliminations	(29)	2	1	7	11	(8)
Total Nielsen	$ 277	$ 13	$ 145	$ 12	$ 13	$ 460

(1) Other items primarily consist of non-recurring costs for the three months ended June 30, 2015 and 2014.

(IN MILLIONS)	Three Months Ended June 30, 2015 Reported	Three Months Ended June 30, 2014 Reported	% Variance 2015 vs. 2014 Reported	Three Months Ended June 30, 2014 Constant Currency	% Variance 2015 vs. 2014 Constant Currency
Non-GAAP Business Segment Income/(Loss)					

Buy	$	162	$	167	(3.0	)%	$	148	9.5	%
Watch		314		301	4.3	%		296	6.1	%
Corporate and Eliminations		(8)		(8)	NM			(8)	NM	
Total Nielsen	$	468	$	460	1.7	%	$	436	7.3	%

Buy Segment Profitability

Operating income was $95 million for the three months ended June 30, 2015 as compared to $103 million for the three months ended June 30, 2014. The decrease was driven primarily by the revenue performance mentioned above and increased restructuring charges in 2015 partially offset by lower depreciation and amortization expense in 2015. Non-GAAP business segment income increased 9.5% on a constant currency basis.

Watch Segment Profitability

Operating income was $216 million for the three months ended June 30, 2015 as compared to $203 million for the three months ended June 30, 2014. The increase was driven primarily by the revenue performance discussed above, the impact of productivity initiatives and lower restructuring charges partially offset by higher depreciation and amortization expense. Non-GAAP business segment income increased 6.1% on a constant currency basis.

Corporate Expenses and Eliminations

Operating expenses were $25 million for the three months ended June 30, 2015 as compared to $29 million for the three months ended June 30, 2014 due primarily to lower restructuring charges and non-recurring expenses for the three months ended June 30, 2015.

Results of Operations – Six Months Ended June 30, 2015 Compared to the Six Months Ended June 30, 2014

The following table sets forth, for the periods indicated, the amounts included in our Condensed Consolidated Statements of Operations:

(IN MILLIONS)	Six Months Ended June 30, 2015	2014
Revenues	$ 3,017	$ 3,083
Cost of revenues, exclusive of depreciation and amortization shown separately below	1,270	1,319
Selling, general and administrative expenses, exclusive of depreciation and amortization shown separately below	946	971
Depreciation and amortization	288	286
Restructuring charges	28	37
Operating income	485	470
Interest income	2	2
Interest expense	(152)	(155)
Foreign currency exchange transaction losses, net	(32)	(33)
Other expense, net	—	(48)
Income from continuing operations before income taxes and equity in net income of affiliates	303	236
Provision for income taxes	(124)	(107)
Equity in net income of affiliates	—	2
Net income	$ 179	$ 131

Net Income to Adjusted EBITDA Reconciliation

The below table presents a reconciliation from net income to Adjusted EBITDA for the six months ended June 30, 2015 and 2014:

(IN MILLIONS)	Six Months Ended June 30, 2015	2014
Net income	$ 179	$ 131
Interest expense, net	150	153
Provision for income taxes	124	107
Depreciation and amortization	288	286
EBITDA	741	677
Equity in net income of affiliates	—	(2)
Other non-operating expense, net	32	81
Restructuring charges	28	37
Stock-based compensation expense	27	24
Other items[(a)]	20	19

Adjusted EBITDA	$ 848	$ 836

(a) Other items primarily consist of non-recurring costs for the six months ended June 30, 2015 and 2014.

Consolidated Results for the Six Months Ended June 30, 2015 Compared to the Six Months Ended June 30, 2014

Revenues

Revenues decreased 2.1% to $3,017 million for the six months ended June 30, 2015 from $3,083 million for the six months ended June 30, 2014, or an increase of 4.6% on a constant currency basis, excluding a 6.7% unfavorable impact of changes in foreign currency exchange rates. Revenues within our Buy segment decreased 5.0% (an increase of 5.0% on a constant currency basis).

Revenues within our Watch segment increased 1.6% (4.2% on a constant currency basis). Refer to the "Business Segment Results" section for further discussion of our revenue performance.

Cost of Revenues, Exclusive of Depreciation and Amortization

Cost of revenues decreased 3.7% to $1,270 million for the six months ended June 30, 2015 from $1,319 million for the six months ended June 30, 2014, or an increase of 3.0% on a constant currency basis, excluding a 6.7% favorable impact of changes in foreign currency exchange rates.

Costs within our Buy segment decreased 7.5%, or an increase of 1.4% on a constant currency basis. Excluding an 8.9% favorable impact of changes in foreign currency exchange rates, cost of revenues increased due to the continued global investments in our services.

Costs within our Watch segment increased 3.0%, or 6.1% on a constant currency basis. Excluding a 3.1% favorable impact of changes in foreign currency exchange rates, cost of revenues increased due to higher spending on product portfolio management initiatives, including our digital and Marketing Effectiveness product offerings.

Selling, General and Administrative Expenses, Exclusive of Depreciation and Amortization

Selling, general and administrative expenses decreased 2.6% to $946 million for the six months ended June 30, 2015 from $971 million for the six months ended June 30, 2014, or an increase of 4.6% on a constant currency basis, excluding a 7.2% favorable impact of changes in foreign currency exchange rates.

Costs within our Buy segment decreased 2.3%, or an increase of 7.2% on a constant currency basis. Excluding a 9.5% favorable impact of changes in foreign currency exchange rates, selling, general and administrative increased due to continued global investments associated with our services.

Costs within our Watch segment decreased 7.2%, or 4.2% on a constant currency basis. Excluding a 3.0% favorable impact of changes in foreign currency exchange rates, selling, general and administrative expenses decreased due to the impact from the Arbitron integration activities that occurred in the second half of 2014 as well as other productivity initiatives.

Depreciation and Amortization

Depreciation and amortization expense was $288 million for the six months ended June 30, 2015 as compared to $286 million for the six months ended June 30, 2014.

For each of the six months ended June 30, 2015 and 2014, depreciation and amortization expense included charges for the depreciation and amortization of tangible and intangible assets acquired in business combinations of $101 million.

Restructuring Charges

We recorded $28 million and $37 million in restructuring charges relating to employee severance associated with productivity initiatives for the six months ended June 30, 2015 and 2014, respectively.

Operating Income

Operating income for the six months ended June 30, 2015 was $485 million as compared to $470 million for the six months ended June 30, 2014. Operating income within our Buy segment was $140 million for the six months ended June 30, 2015 as compared to $143 million for the six months ended June 30, 2014. Operating income within our Watch segment was $400 million for the six months ended June 30, 2015 as compared to $376 million for the six months ended June 30, 2014. Corporate operating expenses were $55 million for the six months ended June 30, 2015 as compared to $49 million for the six months ended June 30, 2014.

Interest Expense

Interest expense was $152 million for the six months ended June 30, 2015 as compared to $155 million for the six months ended June 30, 2014. This decrease is primarily due to the partial refinancing of the 7.75% Senior Notes in April 2014 and the refinancing of the remaining 7.75% Senior Notes in July 2014 partially offset by the issuance of $750 million 5.00% Senior Notes in February 2015.

Foreign Currency Exchange Transaction Losses, Net

Foreign currency exchange transaction losses, net, primarily represent the net gain or loss on revaluation of external debt, intercompany loans and other receivables and payables denominated in currencies other than the respective entity's functional currency. Fluctuations in the value of foreign currencies relative to the U.S. Dollar have a significant effect on our operating results, primarily the Euro. The average U.S. Dollar to Euro exchange rate was \$1.12 to €1.00 for the six months ended June 30, 2015 as compared to \$1.37 to €1.00 for the six months ended June 30, 2014.

We realized net losses of \$32 million for the six months ended June 30, 2015, resulting primarily from the revaluation of our U.S. denominated debt and cash held in Euro functional currency entities of \$13 million, the devaluation of the Venezuela bolivars Fuertes of \$8 million as discussed in the "Foreign Currency" section of "Factors Affecting Nielsen's Financial Results", as well as the fluctuations in certain foreign currencies associated with intercompany transactions, partially offset by a gain of \$3 million associated with foreign currency derivative financial instruments.

We realized net losses of \$33 million for the six months ended June 30, 2014, resulting primarily from the devaluation of the Venezuela bolivars Fuertes as discussed in the "Foreign Currency" section of "Factors Affecting Nielsen's Financial Results", as well as the fluctuations in certain foreign currencies associated with intercompany transactions.

Other Expense, Net

Other expense, net of \$48 million for the six months ended June 30, 2014 is primarily related to the "make-whole" premium associated with the partial redemption of our 7.75% Senior Notes due 2018, as well as the write-off of certain previously capitalized deferred financing fees associated with the Class D and E term loans, certain costs incurred in connection with the refinancings and the write down of a cost method investment. We did not incur similar expenses in the six months ended June 30, 2015.

Income Taxes

The effective tax rates for the six months ended June 30, 2015 and 2014 were 41% and 45%, respectively. The tax rate for the six months ended June 30, 2015 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, the effect of global licensing activities and foreign distributions, and audit settlements offset by the favorable impact of certain financing activities and release of tax contingencies. The tax rate for the six months ended June 30, 2014 was higher than the statutory rate as a result of the impact of tax rate differences in other jurisdictions where the Company files tax returns, the effect of global licensing activities and foreign distributions, and audit settlements offset by the favorable impact of certain financing activities and release of tax contingencies.

Adjusted EBITDA

Adjusted EBITDA increased 1.4% to \$848 million for the six months ended June 30, 2015 from \$836 million for the six months ended June 30, 2014, or 7.3% on a constant currency basis, excluding a 5.9% unfavorable impact of changes in foreign currency exchange rates. See "Results of Operations – Six Months Ended June 30, 2015 Compared to the Six Months Ended June 30, 2014" for the reconciliation of net income to Adjusted EBITDA.

Business Segment Results for the Six Months Ended June 30, 2015 Compared to the Six Months Ended June 30, 2014

Revenues

The table below sets forth our segment revenue performance data for the six months ended June 30, 2015 compared to the six months ended June 30, 2014, both on an as-reported and constant currency basis.

(IN MILLIONS)	Six Months Ended June 30, 2015 Reported	Six Months Ended June 30, 2014 Reported	% Variance 2015 vs. 2014 Reported	Six Months Ended June 30, 2014 Constant Currency	% Variance 2015 vs. 2014 Constant Currency
Revenues by segment					
Buy	$ 1,650	$ 1,737	(5.0)%	$ 1,572	5.0 %
Watch	1,367	1,346	1.6 %	1,312	4.2 %
Total	$ 3,017	$ 3,083	(2.1)%	$ 2,884	4.6 %

Buy Segment Revenues

Revenues decreased 5.0% to $1,650 million for the six months ended June 30, 2015 from $1,737 million for the six months ended June 30, 2014, or an increase of 5.0% on a constant currency basis, excluding a 10.0% unfavorable impact of changes in foreign currency exchange rates.

Revenues from developed markets decreased 5.0% to $1,131 million, or an increase of 2.9% on a constant currency basis, excluding a 7.9% unfavorable impact of changes in foreign currency exchange rates. Excluding the impact of foreign currency exchange rates, revenue grew as a result of continued investments in products such as advanced analytics, segmentation and innovation as well as growth in our subscription-based products.

Revenues from emerging markets decreased 4.9% to $519 million, or an increase of 9.7% on a constant currency basis, excluding a 14.6% unfavorable impact of changes in foreign currency exchange rates. Excluding the impact of foreign currency exchange rates, revenue growth was driven by our continued commitment to invest in coverage and analytics capabilities, which resulted in broad-based demand for our services within both our multinational and local client bases. For the six months ended June 30, 2015, these investments drove double-digit growth in Latin America, South East Asia, Africa, Middle East and Greater China and high-single digit growth in Eastern Europe.

Watch Segment Revenues

Revenues increased 1.6% to $1,367 million for the six months ended June 30, 2015 from $1,346 million for the six months ended June 30, 2014 or an increase of 4.2% on a constant currency basis, excluding a 2.6% unfavorable impact of changes in foreign currency exchange rates. Excluding the impact of foreign currency exchange rates, revenue growth was driven by growth in Audience Measurement, which increased 2.5% (5.0% on a constant currency basis) due to the resilience in our core television audience measurement, the acquisition of eXelate and our continued investment in digital. Excluding Audio, Audience Measurement increased 3.0% (6.1% on a constant currency basis). Audio growth was 0.4%, on a reported and constant currency basis, for the six months ended June 30, 2015. Combined, Audience Measurement and Audio comprise approximately 80% of our Watch segment revenues. Our Marketing Effectiveness offerings had another strong quarter, growing 18.6% (22.1% on a constant currency basis), as client's demand for our Marketing ROI products continues to increase. However, this gain was offset by a decrease of 20.7% (17.6% on a constant currency basis) in our other Watch products as we continue to run-off the legacy online rankings product, which will be replaced by Digital Content Ratings in the fall of this year, in addition to exiting non-core media analytics products. Excluding the impact of our other Watch products, segment revenues increased 3.8% or 6.4% on a constant currency basis.

Business Segment Profitability

SIX MONTHS ENDED JUNE 30, 2015 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense	Other Items[1]	Non-GAAP Business Segment Income/(Loss)
Buy	$ 140	$ 17	$ 106	$ 9	$ —	$ 272
Watch	400	8	180	4	—	592
Corporate and Eliminations	(55)	3	2	14	20	(16)
Total Nielsen	$ 485	$ 28	$ 288	$ 27	$ 20	$ 848

Other Items[1]

SIX MONTHS ENDED JUNE 30, 2014 (IN MILLIONS)	Operating Income/(Loss)	Restructuring Charges	Depreciation and Amortization	Stock-Based Compensation Expense		Non-GAAP Business Segment Income/(Loss)
Buy	$ 143	$ 22	$ 111	$ 9	$ —	$ 285
Watch	376	10	173	6	3	568
Corporate and Eliminations	(49)	5	2	9	16	(17)
Total Nielsen	$ 470	$ 37	$ 286	$ 24	$ 19	$ 836

(1) Other items primarily consist of non-recurring costs for the six months ended June 30, 2015 and 2014.

(IN MILLIONS)	Six Months Ended June 30, 2015 Reported	Six Months Ended June 30, 2014 Reported	% Variance 2015 vs. 2014 Reported	Six Months Ended June 30, 2014 Constant Currency	% Variance 2015 vs. 2014 Constant Currency
Non-GAAP Business Segment Income/(Loss)					
Buy	$ 272	$ 285	(4.6) %	$ 249	9.2 %
Watch	592	568	4.2 %	558	6.1 %
Corporate and Eliminations	(16)	(17)	NM	(17)	NM
Total Nielsen	$ 848	$ 836	1.4 %	$ 790	7.3 %

Buy Segment Profitability

Operating income was $140 million for the six months ended June 30, 2015 as compared to $143 million for the six months ended June 30, 2014 primarily due to the revenue performance mentioned above which was partially offset by lower restructuring charges and depreciation and amortization expense in 2015. Non-GAAP business segment income increased 9.2% on a constant currency basis.

Watch Segment Profitability

Operating income was $400 million for the six months ended June 30, 2015 as compared to $376 million for the six months ended June 30, 2014. The increase was driven primarily by the revenue performance discussed above and the impact of productivity initiatives partially offset by higher depreciation and amortization expense. Non-GAAP business segment income increased 6.1% on a constant currency basis.

Corporate Expenses and Eliminations

Operating expenses were $55 million for the six months ended June 30, 2015 as compared to $49 million for the six months ended June 30, 2014 due primarily to higher stock-based compensation expense in 2015.

Liquidity and Capital Resources

Overview

We have consistently generated strong cash flows from operations, providing a source of funds of $326 million during the six months ended June 30, 2015 as compared to $300 million for the six months ended June 30, 2014, an increase of $26 million primarily due to the stronger operating performance for the six months ended June 30, 2015, partially offset by the $28 million cumulative excess tax benefit from stock-based compensation. In addition to the cumulative excess tax benefit from stock-based compensation being presented as a reduction of operating cash flows, this amount is also reflected as an increase to cash flows from financing activities in the condensed consolidated statements of cash flows and consequently our total cash flow is unchanged as a result of this item. We provide for additional liquidity through several sources including maintaining an adequate cash balance, access to global funding sources and a committed revolving credit facility. The following table provides a summary of the major sources of liquidity as of and for the six months ended June 30, 2015 and 2014:

(IN MILLIONS)	Six Months Ended	Six Months Ended

	June 30, 2015	June 30, 2014
Net cash from operating activities	$ 326	$ 300
Cash and cash equivalents	$ 331	$ 310
Availability under revolving credit facility	$ 362	$ 547

Of the $331 million in cash and cash equivalents, approximately $290 million was held in jurisdictions outside the U.S. and as a result there may be tax consequences if such amounts were moved out of these jurisdictions or repatriated to the U.S. We regularly review the amount of cash and cash equivalents held outside of the U.S. to determine the amounts necessary to fund the current operations of our foreign operations and their growth initiatives and amounts needed to service our U.S. indebtedness and related obligations.

We continue to focus on extending debt maturities and reducing cash interest expense. We have obtained amendments to our term loan and revolving credit facilities, and used the proceeds from new issuances of senior notes to redeem previously outstanding notes with higher interest rates. The below table illustrates the results of these efforts through the decrease in our weighted average interest rate and cash paid for interest over the six months ended June 30, 2015 and 2014, respectively.

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
Weighted average interest rate	3.97 %	4.22 %
Cash paid for interest, net of amounts capitalized (in millions)	$ 140	$ 147

In February 2015, we completed the issuance of $750 million in aggregate principal amount of 5.00% Senior Notes due 2022. The notes are traded interchangeably with the $750 million and the $800 million aggregate principal amount of 5.00% Senior Notes due 2022 issued in April 2014 and July 2014, respectively. The proceeds from the issuance will be used to make repurchases of our outstanding common stock from time to time, in the open market or otherwise, pursuant to our existing share repurchase programs, to reduce outstanding amounts under its revolving credit facility, to pay related fees and expenses, and for general corporate purposes.

Our contractual obligations, commitments and debt service requirements over the next several years are significant. We believe we will have available resources to meet both our short-term and long-term liquidity requirements, including our senior secured debt service. We expect the cash flow from our operations, combined with existing cash and amounts available under the revolving credit facility, will provide sufficient liquidity to fund our current obligations, projected working capital requirements, restructuring obligations, dividend payments and capital spending over the next year. In addition, we may, from time to time, purchase, repay, redeem or retire any of our outstanding debt securities (including any publicly issued debt securities) in privately negotiated or open market transactions, by tender offer or otherwise.

Financial Debt Covenants Attributable to TNC B.V.

In April 2014, we entered into an amendment agreement to amend and restate the Third Amended and Restated Senior Secured Credit Agreement in the form of the Fourth Amended and Restated Credit Agreement. The financial covenant contained in our Fourth Amended and Restated Credit Agreement consist of a maximum leverage ratio applicable to our indirect wholly-owned subsidiary, Nielsen Holding and Finance B.V. and its restricted subsidiaries. The leverage ratio requires that we not permit the ratio of total net debt (as defined in the Senior Secured Credit Agreement) at the end of any calendar quarter to Covenant EBITDA (as defined in the Senior Secured Credit Agreement) for the four quarters then ended to exceed a specified threshold. The maximum permitted ratio is 5.50 to 1.00.

Failure to comply with this financial covenant would result in an event of default under our Fourth Amended and Restated Credit Agreement unless waived by our senior credit lenders. An event of default under our Fourth Amended and Restated Credit Agreement can result in the acceleration of our indebtedness under the facilities, which in turn would result in an event of default and possible acceleration of indebtedness under the agreements governing our debt securities as well. As our failure to comply with the financial covenant described above can cause us to go into default under the agreements governing our indebtedness, management believes that our Fourth Amended and Restated Credit Agreement and this covenant are material to us. As of June 30, 2015, we were in full compliance with the financial covenant described above.

Revolving Credit Facility

In April 2014, we entered into an amendment agreement to amend and restate the Third Amended and Restated Senior Secured Credit Agreement in the form of the Fourth Amended and Restated Credit Agreement, in connection with which the existing $635 million revolving credit facility was replaced with new aggregate revolving credit commitments of $575 million with a final maturity of April 2019. The Fourth Amended and Restated Credit Agreement contains a senior secured revolving credit facility under which Nielsen Finance LLC, TNC (US) Holdings, Inc., and Nielsen Holding and Finance B.V. can borrow revolving loans. The revolving credit facility can also be used for letters of credit, guarantees and swingline loans.

The senior secured revolving credit facility is provided under the Senior Secured Credit Agreement and so contains covenants and restrictions as noted above with respect to the Senior Secured Credit Agreement under the “Term loan facilities” section above. Obligations under the revolving credit facility are guaranteed by the same entities that guarantee obligations under the Senior Secured Credit Agreement and Senior Secured Loan Agreement.

As of June 30, 2015 and 2014, we had $208 million and $25 million borrowings outstanding and had outstanding letters of credit of $5 million and $3 million, respectively. As of June 30, 2015, we had $362 million available for borrowing under the revolving credit facility.

Dividends and Share Repurchase Program

On January 31, 2013, our Board of Directors adopted a cash dividend policy to pay quarterly cash dividends on our outstanding common stock. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will be subject to the board's continuing determination that the dividend policy and the declaration of dividends thereunder are in the best interests of our shareholders, and are in compliance with all laws and agreements to which we are subject. The below table summarizes the dividends declared on our common stock during 2014 and the six months ended June 30, 2015.

Declaration Date	Record Date	Payment Date	Dividend Per Share
February 20, 2014	March 6, 2014	March 20, 2014	$ 0.20
May 1, 2014	June 5, 2014	June 19, 2014	$ 0.25
July 24, 2014	August 28, 2014	September 11, 2014	$ 0.25
October 30, 2014	November 25, 2014	December 9, 2014	$ 0.25
February 19, 2015	March 5, 2015	March 19, 2015	$ 0.25
April 20, 2015	June 4, 2015	June 18, 2015	$ 0.28

On July 23, 2015, our Board declared a cash dividend of $0.28 per share of our common stock. The dividend is payable on September 10, 2015 to stockholders of record at the close of business on August 27, 2015.

On July 25, 2013, Nielsen's Board approved a share repurchase program for up to $500 million of its outstanding common stock. The primary purpose of the program is to mitigate dilution associated with Nielsen's equity compensation plans. On October 23, 2014, the Company announced that its board of directors approved a new share repurchase program for up to $1 billion of Nielsen's outstanding common stock. This is in addition to the authorization in place since July 2013 as described above. Repurchases are made in accordance with applicable securities laws from time to time in the open market or otherwise depending on Nielsen management's evaluation of market conditions and other factors. This program has been executed within the limitations of the existing authority granted at Nielsen's Annual General Meetings of Shareholders held in 2014 and 2015. As of June 30, 2015, there have been 18,345,562 shares of our common stock purchased at an average price of $43.46 per share (total consideration of approximately $797 million) under this program. The activity during the six months ended June 30, 2015 consisted of open market share repurchases and is summarized in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Plans or Programs
2014 Activity	11,182,983	$ 42.67	11,182,983	$ 1,022,830,101
2015 Activity				
January 1- 31	1,611,203	$ 44.09	1,611,203	$ 951,797,780
February 1- 28	814,753	$ 43.90	814,753	$ 916,031,448
March 1- 31	772,189	$ 43.76	772,189	$ 882,241,498

April 1-30	1,440,798	$ 45.30	1,440,798	$ 816,973,014
May 1-31	1,222,800	$ 45.37	1,222,800	$ 761,496,406
June 1-30	1,300,836	$ 45.14	1,300,836	$ 702,774,965
Total	18,345,562	$ 43.46	18,345,562	

Secondary Offerings

In March 2015, a secondary public offering totaling 8,000,000 shares of our common stock was completed on behalf of the selling stockholders, comprised of two of the Sponsor group members, at a price of $45.00 per share. In April 2015, a secondary public offering totaling 20,000,000 shares of our common stock was completed on behalf of the selling stockholders, comprised of some Sponsor group members, at a price of $45.31 per share. In June 2015, a secondary public offering totaling 8,957,091 shares of our common stock was completed on behalf of the selling stockholders, comprised of some Sponsor group members, at a price of $44.96 per share. All proceeds were received by the selling stockholders and the offerings did not have a significant impact on our operating results or financial position. As a result of these offerings during 2015, the ownership of the Sponsor group decreased from approximately 15% at December 31, 2015 to approximately 2% as of June 30, 2015.

Cash Flows

Operating activities. Net cash provided by operating activities was $326 million for the six months ended June 30, 2015, as compared to $300 million for the six months ended June 30, 2014. This increase was driven by the overall financial performance described above and reductions in interest paid partially offset by the $28 million excess tax benefits from stock-based compensation expense. Our key collections performance measure, days billing outstanding (DBO), increased by 1 day as compared to the same period last year.

Investing activities. Net cash used in investing activities was $393 million for the six months ended June 30, 2015, as compared to $363 million for the six months ended June 30, 2014. The primary driver for the increase was the higher capital expenditures during the six months ended June 30, 2015 as compared to the same period for 2014.

Financing activities. Net cash provided by financing activities was $155 million for the six months ended June 30, 2015 as compared to net cash used in financing activities of $174 million for the six months ended June 30, 2014. The increase in cash provided by financing activities is primarily due to the higher net proceeds from the issuance of debt partially offset by higher dividend payments and share repurchasing, as described in the “Dividends and Share Repurchase Program” section above, during the six months ended June 30, 2015 as compared to the same period of 2014.

Capital Expenditures

Investments in property, plant, equipment, software and other assets totaled $199 million for the six months ended June 30, 2015 as compared to $171 million for the six months ended June 30, 2014. The increase in capital expenditures for the six months ended June 30, 2015 was driven by investments in local panel expansion.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that currently have or are reasonably likely to have a material effect on our consolidated financial condition, changes in financial condition, results of operations, liquidity, capital expenditure or capital resources.

Summary of Recent Accounting Pronouncements

Consolidation

In February 2015, the FASB issued Accounting Standards Update (“ASU”) 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis”. The new standard is intended to improve targeted areas of the consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures. The amendments in the ASU affect the consolidation evaluation for reporting organizations. In addition, the amendments in this ASU simplify and improve current GAAP by reducing the number of consolidation models. This guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2015; however, early adoption is permitted. We are currently assessing the impact of the adoption of this ASU will have on our condensed consolidated financial statements.

Debt Issuance Costs

In April 2015, the FASB issued an ASU, “Simplifying the Presentation of Debt Issuance Costs”. The new standard changes the presentation of debt issuance costs in financial statements. Under the ASU, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. This guidance will be effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2015; however, early adoption is permitted. We are currently assessing the impact of the adoption of this ASU will have on our condensed consolidated financial statements.

Revenue Recognition

In May 2014, the FASB issued an ASU, “Revenue from Contracts with Customers”. The new revenue recognition standard provides a five step analysis of transactions to determine when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services and shall be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The FASB has approved a one year deferral of this standard and is now effective for annual periods beginning after December 15, 2017. We are currently assessing the impact of the adoption of this ASU will have on our condensed consolidated financial statements.

Commitments and Contingencies

Legal Proceedings and Contingencies

We are subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, we expect that the ultimate disposition of these matters will not have a material adverse effect on its operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect our future results of operations or cash flows in a particular period.

Other Contractual Obligations

Our other contractual obligations include capital lease obligations (including interest portion), facility leases, leases of certain computer and other equipment, agreements to purchase data and telecommunication services, the payment of principal and interest on debt and pension fund obligations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential loss arising from adverse changes in market rates and market prices such as interest rates, foreign currency exchange rates, and changes in the market value of equity instruments. We are exposed to market risk, primarily related to foreign exchange and interest rates. We actively monitor these exposures. Historically, in order to manage the volatility relating to these exposures, we entered into a variety of derivative financial instruments, mainly interest rate swaps, cross-currency swaps and forward rate agreements. Currently we only employ basic contracts, that is, without options, embedded or otherwise. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings, cash flows and the value of our net investments in subsidiaries resulting from changes in interest rates and foreign currency rates. It is our policy not to trade in financial instruments for speculative purposes.

Foreign Currency Exchange Risk

We operate globally and predominantly generate revenue and expenses in local currencies. Approximately 41% of our revenues and 45% of our operating costs were generated in currencies other than the U.S. Dollar for the six months ended June 30, 2015. Because of fluctuations (including possible devaluations) in currency exchange rates or the imposition of limitations on conversion of foreign currencies into our reporting currency, we are subject to currency translation exposure on the profits of our operations, in addition to transaction exposure. Typically, a one cent change in the U.S. Dollar/Euro exchange rate, holding all other currencies constant, will impact revenues by approximately $5 million annually, with an immaterial impact on our profitability.

Foreign currency translation risk is the risk that exchange rate gains or losses arise from translating foreign entities' statements of earnings and balance sheets from functional currency to our reporting currency (the U.S. Dollar) for consolidation purposes. Translation risk exposure is managed by creating "natural hedges" in our financing. It is our policy not to trade derivative financial instruments for speculative purposes. During the six months ended June 30, 2015 and 2014, we recorded a net gain of $3 million and zero, respectively, associated with foreign currency derivative financial instruments within foreign currency exchange transactions losses, net in our condensed consolidated statements of operations. As of June 30, 2015, we have foreign currency derivative financial instruments with a total notional value of $15 million and a maturity date of July 31, 2015. As of December 31, 2014, there were no foreign currency derivative financial instruments outstanding.

The table below details the percentage of revenues and expenses by currency for the six months ended June 30, 2015:

	U.S. Dollar	Euro	Other Currencies
Revenues	59 %	9 %	32 %
Operating costs	55 %	10 %	35 %

We have operations in both the Buy and Watch segments in Venezuela and the functional currency for these operations was the Venezuelan Bolivares Fuertes. Venezuela’s currency has been considered hyperinflationary since January 1, 2010 and, accordingly, the local currency transactions have been denominated in U.S. dollars since January 1, 2010 and will continue to be until Venezuela’s currency is deemed to be non-hyperinflationary.

During the period between the first quarter of 2013 through the second quarter of 2015, there have been a number of changes in the foreign exchange regime in Venezuela that have impacted the conversion rates used by the Company for the conversion of Venezuelan Bolivares Fuertes into US Dollars in its financial statements, resulting in foreign currency exchange transaction losses in the consolidated statement of operations, reflecting the write-down of monetary assets and liabilities in our Venezuelan operations.

In February 2013, the official exchange rate was moved from 4.30 to 6.30 and the regulated System of Transactions with Securities in Foreign Currency market was suspended. As a result of this change, we recorded a pre-tax charge of $12 million.

Based on facts and circumstances present at March 31, 2014, we began using the exchange rate determined by periodic auctions for U.S. dollars conducted under Venezuela's Complementary System of Foreign Currency Administration ("SICAD I") as the SICAD I exchange rate represented what was the most realistic official exchange rate at which to remeasure the U.S. dollar value of the bolivar-denominated monetary assets and liabilities of our Venezuelan operations at that time. At March 31, 2014, the SICAD I exchange rate was 10.8 bolivars to the U.S. dollar. As a result of this change, we recorded a pre-tax charge of $20 million during the first quarter of 2014.

Due to the lack of access to the SICAD I auction system throughout the remainder of 2014, as of December 31, 2014 we decided it was more likely that we would be able to gain access to U.S. dollars through the SICAD II mechanism to settle transactions conducted by the Company in Venezuela as SICAD II was created to provide a more open mechanism that was designed to permit any company to request U.S. dollars for any purpose. At December 31, 2014, the SICAD II exchange rate was 50.0 bolivars to the U.S. dollar. As a result of the changes in exchange rate assumptions in the fourth quarter of 2014, we recorded a pre-tax charge of $32 million, for a total of $52 million for the year ended December 31, 2014.

On February 12, 2015, the Venezuelan government replaced SICAD II with a new foreign exchange market mechanism ("SIMADI"). We currently expect to be able to access U.S. dollars through the SIMADI market. SIMADI has significantly higher foreign exchange rates than those available through the other foreign exchange mechanisms. At June 30, 2015, the SIMADI exchange rate was 197.0 bolivars to the U.S. dollar. As a result of this change, we recorded a pre-tax charge of $8 million during the six months ended June 30, 2015.

We will continue to assess the appropriate conversion rate based on events in Venezuela and the Company's specific facts and circumstances. Total net monetary assets in U.S. dollars at the June 30, 2015 SIMADI rate totaled $3 million.

Interest Rate Risk

We continually review our fixed and variable rate debt along with related hedging opportunities in order to ensure our portfolio is appropriately balanced as part of our overall interest rate risk management strategy. At June 30, 2015, we had $3,609 million in carrying value of floating-rate debt under our senior secured credit facilities of which $2,589 million was subject to effective floating-fixed interest rate swaps. A one percent increase in interest rates applied to our floating rate indebtedness would therefore increase annual interest expense by approximately $10 million ($36 million without giving effect to any of our interest rate swaps).

In April 2015, we entered into a $150 million in notional amount of three-year forward interest rate swap agreement with a starting date in April 2016. This agreement fixes the LIBOR-related portion of the interest rates of a corresponding amount of our variable-rate debt at an average rate of 1.40%. This derivative instrument has been designated as an interest rate cash flow hedge.

Derivative instruments involve, to varying degrees, elements of non-performance, or credit risk. We do not believe that we currently face a significant risk of loss in the event of non-performance by the counterparties associated with these instruments, as these transactions were executed with a diversified group of major financial institutions with a minimum investment-grade or better credit rating. Our credit risk exposure is managed through the continuous monitoring of our exposures to such counterparties.

Equity Price Risk

We are not exposed to material equity risk.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in the reports that the Company files or submits to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2015 (the "Evaluation Date"). Based on such evaluation and subject to foregoing, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective at the reasonable assurance level.

(b) Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to litigation and other claims in the ordinary course of business, some of which include claims for substantial sums. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While the ultimate results of claims and litigation cannot be determined, we do expect that the ultimate disposition of these matters will not have a material adverse effect on our operations or financial condition. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect our future results of operations or cash flows in a particular period.

Item 1A. Risk Factors

There have been no material changes to our Risk Factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of our common stock for the six months ended June 30, 2015.

On July 25, 2013, our Board approved a share repurchase program for up to $500 million of our outstanding common stock. The primary purpose of the program is to mitigate dilution associated with our equity compensation plans. On October 23, 2014, we announced that our board of directors approved a new share repurchase program for up to $1 billion of our outstanding common stock. This is in addition to the authorization in place since July 2013 as described above. Repurchases are made in accordance with applicable securities laws from time to time in the open market depending on our management's evaluation of market conditions and other factors. The program has been executed within the limitations of the existing authority granted at our Annual General Meetings of Shareholders held in 2014 and 2015. As of June 30, 2015, we have purchased 18,345,562 shares of our common stock at an average price of $43.46 per share (total consideration of approximately $797 million) under this program. The activity during the three months ended June 30, 2015 consisted of open market share repurchases and is summarized in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Plans or Programs
April 1-30	1,440,798	$ 45.30	1,440,798	$816,973,014
May 1-31	1,222,800	$ 45.37	1,222,800	$761,496,406
June 1-30	1,300,836	$ 45.14	1,300,836	$702,774,965
Total	3,964,434	$ 45.27	3,964,434	

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibit index attached hereto is incorporated herein by reference.

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 thereunto duly authorized.

	Nielsen N.V. (Registrant)
Date: July 28, 2015	/s/ Jeffrey R. Charlton Jeffrey R. Charlton Senior Vice President and Corporate Controller Duly Authorized Officer and Principal Accounting Officer

EXHIBIT INDEX

The agreements and other documents filed as exhibits to this quarterly report on Form 10-Q are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the registrant in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit Number	Description of Exhibits
4.1*	Sixth Supplemental Indenture, dated as of July 7, 2015, between eXelate, Inc., an affiliate of Nielsen Finance LLC and Nielsen Finance Co., and Law Debenture Trust Company of New York, as trustee.
4.2*	Eighth Supplemental Indenture, dated as of July 7, 2015, between eXelate, Inc., an affiliate of The Nielsen Company (Luxembourg) S.ar.l., and Deutsche Bank Trust Company Americas, as trustee.
4.3*	Tenth Supplemental Indenture, dated as of July 7, 2015, between eXelate, Inc., an affiliate of Nielsen Finance LLC and Nielsen Finance Co., and Law Debenture Trust Company of New York, as trustee.
31.1*	CEO 302 Certification Pursuant to Rule 13a-15(e)/15d-15(e)
31.2*	CFO 302 Certification Pursuant to Rule 13a-15(e)/15d-15(e)
32.1*	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)
101*	The following financial information from Nielsen N.V.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, formatted in XBRL includes: (i) Condensed Consolidated Statements of Operations (Unaudited) for the three and six months ended June 30, 2015 and 2014, (ii) Condensed Consolidated Statements of Comprehensive Income (Unaudited) for the three and six months ended June 30, 2015 and 2014, (iii) Condensed Consolidated Balance Sheets at June 30, 2015 (Unaudited) and December 31, 2014, (iv) Condensed Consolidated Statements of Cash Flows (Unaudited) for the six months ended June 30, 2015 and 2014, and (v) the Notes to Condensed Consolidated Financial Statements.

*Filed or furnished herewith