

NXP Semiconductors N.V.
Form F-4/A
May 08, 2015
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As filed with the Securities and Exchange Commission on May 8, 2015

Registration No. 333-203192

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

AMENDMENT NO. 1
TO
FORM F-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

NXP Semiconductors N.V.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer
Identification Number)

High Tech Campus 60

Eindhoven 5656 AG

The Netherlands

Tel: +31 40 2729960

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Guido Dierick

Executive Vice President, General Counsel and Secretary

High Tech Campus 60

Eindhoven 5656 AG

The Netherlands

Tel: +31 40 2729960

(Name, address, including zip code, and telephone number, including area code, of agent of service)

With copies to:

**Gary Horowitz
Elizabeth Cooper
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000**

**Jennifer Wuamett
Senior Vice President, General Counsel
and Secretary
Freescale Semiconductor, Ltd.
6501 William Cannon Drive West
Austin, Texas 78735
(512) 895-2000**

**Kenton King
Allison Schneirov
Amr Razzak
Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
(212) 735-3000**

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement is declared effective and upon the satisfaction or waiver of all other conditions to the completion of the merger described herein.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is subject to completion and amendment. A registration statement relating to the securities described in this joint proxy statement/prospectus has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy these securities be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction, in which such offer, solicitation or sale would be unlawful prior to registration under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION, DATED MAY 8, 2015

JOINT PROXY STATEMENT/PROSPECTUS PROPOSED MERGER YOUR VOTE IS IMPORTANT

Dear Shareholders:

We are pleased to report that NXP Semiconductors N.V. and Freescale Semiconductor, Ltd. have entered into an agreement and plan of merger pursuant to which Nimble Acquisition Limited, a wholly-owned, indirect subsidiary of NXP, will merge with and into Freescale, with Freescale surviving the merger as a wholly-owned, indirect subsidiary of NXP.

Pursuant to the terms and subject to the conditions set forth in the merger agreement, at the effective time of the merger, each holder of a common share of Freescale, par value \$0.01 per share, issued and outstanding immediately prior to such time (other than certain Freescale common shares which will be cancelled as set forth in the merger agreement) will be entitled to receive, with respect to each such Freescale common share, (i) 0.3521 of an NXP ordinary share, par value EUR 0.20 per share, and (ii) \$6.25 in cash, without interest.

Freescale common shares currently trade on the New York Stock Exchange under the ticker symbol FSL and NXP ordinary shares currently trade on the NASDAQ Global Select Market under the ticker symbol NXPI. NXP intends to list the NXP ordinary shares to be issued in connection with the merger on NASDAQ where, subject to official notice of issuance, they will trade under the ticker symbol NXPI. On [DATE], 2015, the most recent practicable trading day prior to the printing of this joint proxy statement/prospectus, the closing price of NXP ordinary shares was \$[] per share and the closing price of Freescale common shares was \$[] per share. **The value of the merger consideration will fluctuate with changes in the market price of NXP ordinary shares. We urge you to obtain current market quotations for NXP ordinary shares and for Freescale common shares.** Upon completion of the merger, former Freescale shareholders are currently expected to own approximately 32% of the NXP ordinary shares outstanding immediately after the merger, based on the number of NXP ordinary shares outstanding as of March 1, 2015, the date of the execution of the merger agreement. The receipt of NXP ordinary shares and cash in exchange for Freescale common shares in the merger will generally be a taxable transaction for Freescale shareholders for U.S. federal income tax purposes and may also be taxable under state, local and non-U.S. income and other tax laws.

Before the merger can be completed, NXP shareholders must vote to approve, among other things, the merger and the other transactions contemplated by the merger agreement, and Freescale shareholders must vote to approve the merger agreement and the merger. NXP and Freescale are sending you this joint proxy statement/prospectus to ask you to vote in favor of these matters.

The special general meeting of Freescale shareholders will be convened for [DATE], 2015, at [TIME], to be held at Freescale's principal executive offices located at 6501 William Cannon Drive West, Austin, Texas 78735. At this Freescale special meeting, Freescale shareholders will be asked to approve, among other things, the merger agreement and the merger. More information about the proposals to be voted on at this Freescale special meeting is contained in this joint proxy statement/prospectus. **The board of directors of Freescale has unanimously (i) determined that the merger consideration constitutes fair value for each Freescale common share and (ii) approved the merger agreement and determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests of Freescale and its shareholders. The Freescale board recommends that Freescale shareholders vote FOR the approval of the merger agreement and the merger and FOR the approval of the other proposals to be voted on at this Freescale special meeting as described in this joint proxy statement/prospectus.**

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The extraordinary general meeting of NXP shareholders will be held on [DATE], 2015, at [TIME], at NXP's principal executive offices located at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands. At this NXP special meeting, NXP shareholders will be asked to approve, among other things, the merger and the other transactions contemplated by the merger agreement. More information about the proposals to be voted on at this NXP special meeting is contained in this joint proxy statement/prospectus. **The board of directors of NXP has unanimously determined that the merger agreement and the transactions contemplated thereby are advisable, fair to and in the best interests of NXP and its shareholders. The NXP board recommends that NXP shareholders vote FOR the approval of the merger and the other transactions contemplated by the merger agreement and FOR the approval of the other proposals to be voted on at this NXP special meeting as described in this joint proxy statement/prospectus.**

This joint proxy statement/prospectus is an important document containing answers to frequently asked questions, a summary description of the transactions contemplated by the merger agreement and more detailed information about NXP, Freescale, the merger agreement, the merger and the other transactions contemplated by the merger agreement and the other matters to be voted upon by NXP shareholders and Freescale shareholders as part of the NXP special meeting and the Freescale special meeting, respectively. We urge you to read this joint proxy statement/prospectus and the documents incorporated by reference carefully and in their entirety. **In particular, you should consider the matters discussed in the section entitled Risk Factors beginning on page 29.**

We look forward to the successful merger of NXP and Freescale.

Sincerely,

Richard L. Clemmer
President and Chief Executive Officer
NXP Semiconductors N.V.

Gregg Lowe
President and Chief Executive Officer
Freescale Semiconductor, Ltd.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This document is dated [DATE], 2015 and is first being delivered to NXP shareholders and Freescale shareholders on or about [DATE], 2015.

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NXP SEMICONDUCTORS N.V.

High Tech Campus 60

Eindhoven 5656 AG

The Netherlands

NOTICE OF EXTRAORDINARY GENERAL MEETING To Be Held On [DATE], 2015

Dear Shareholders:

This is a notice that NXP Semiconductors N.V. (NXP) will hold an extraordinary general meeting (the NXP special meeting) on [DATE], 2015, at [TIME], at our principal executive offices located at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands.

At the NXP special meeting, we will discuss, and NXP shareholders will vote on, the following proposals:

- Proposal 1-A.*** to approve (within the meaning of article 2:107a of the Dutch Civil Code) the completion by NXP of the merger (the merger) of Nimble Acquisition Limited, a wholly-owned, indirect subsidiary of NXP (Merger Sub), with and into Freescale Semiconductor, Ltd. (Freescale), with Freescale surviving the merger as a wholly-owned, indirect subsidiary of NXP and the other transactions contemplated by the agreement and plan of merger (the merger agreement), dated as of March 1, 2015 and as may be amended from time to time, by and among Freescale, NXP and Merger Sub;
- Proposal 1-B.*** to authorize the board of directors of NXP (the NXP board) for a period of 18 months, i.e., until and including [DATE], to issue up to 125,000,000 NXP ordinary shares, par value EUR 0.20 per share (each, an NXP ordinary share) and to authorize the NXP board to deliver the NXP ordinary shares held in treasury in connection with the merger, in each case, as payment of the portion of the merger consideration (as described in this joint proxy statement/prospectus) consisting of NXP ordinary shares in accordance with the merger agreement;
- Proposal 1-C.*** to authorize the NXP board for a period of 18 months, i.e., until and including [DATE], to grant the right to acquire up to 12,500,000 NXP ordinary shares in connection with the assumption by NXP of the stock options, unvested restricted share units and unvested performance-based restricted share units granted by Freescale as further described in the section entitled The Merger Agreement Treatment of Freescale Equity Awards;
- Proposal 2-A.*** to appoint Gregory L. Summe as non-executive director of NXP, effective as of the effective time of the merger and for a term ending at the close of the first NXP annual general meeting held after such effective time; and
- Proposal 2-B.*** to appoint Peter Smitham as non-executive director of NXP, effective as of the effective time of the merger and for a term ending at the close of the first NXP annual general meeting held after such effective time.

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Proposals 1-A, 1-B and 1-C will be put to a vote as one single voting item. Proposals 2-A and 2-B will each be put to a vote separately.

This joint proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the attached document, including the merger agreement and all other annexes and including any documents incorporated by reference, for further information with respect to the business to be transacted at the NXP special meeting. You are encouraged to read the entire document carefully before voting. **In particular, see the section entitled Risk Factors.**

The record date for the determination of shareholders entitled to vote at the NXP special meeting will be [DATE], 2015 (the NXP record date), which is the 28th day prior to the date of the NXP special meeting. Only NXP shareholders who hold NXP ordinary shares of record or beneficially hold NXP ordinary shares on the NXP record date are entitled to vote at the NXP special meeting. Each NXP ordinary share entitles its holder to one vote at the NXP special meeting on each of the proposals.

The NXP board has unanimously determined that the merger agreement and the transactions contemplated thereby are advisable, fair to and in the best interests of NXP and its shareholders. The NXP board recommends that NXP shareholders vote FOR each of the proposals set forth above.

YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN. The merger cannot be completed without NXP shareholders approving, among other things, the completion by NXP of the merger and the other transactions contemplated by the merger agreement by the affirmative votes of a majority of the votes cast at the NXP special meeting.

NXP shareholders as of the NXP record date may have their NXP ordinary shares voted by submitting a proxy by following the instructions provided on the enclosed proxy card. NXP recommends that NXP shareholders entitled to vote submit a proxy even if they plan to attend the NXP special meeting.

NXP shareholders who hold their NXP ordinary shares beneficially in street name and wish to vote at the NXP special meeting must provide instructions to the broker, bank, trustee or other nominee that holds their NXP ordinary shares as to how to vote their NXP ordinary shares with respect to the above proposals. NXP shareholders who hold their NXP ordinary shares beneficially in street name and wish to vote in person at the NXP special meeting must obtain proxies issued in their own names (known as a legal proxy).

If you have any questions concerning the merger agreement or the transactions contemplated by the merger agreement, including the merger, or this joint proxy statement/prospectus, would like additional copies or need help voting your NXP ordinary shares, please contact NXP's proxy solicitor:

Georgeson Inc.

480 Washington Boulevard, 26th Floor

Jersey City, NJ 07310

Shareholders Call Toll Free: (888) 680-1529

International Callers: (781) 575-2137

On behalf of the Board of Directors

Guido Dierick

Executive Vice President, General Counsel and Secretary

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FREESCALE SEMICONDUCTOR, LTD.

6501 William Cannon Drive West

Austin, Texas 78735

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

To Be Held On [DATE], 2015

Dear Shareholders:

This is a notice that a special general meeting of shareholders (the Freescale special meeting) of Freescale Semiconductor, Ltd. (Freescale) will be convened for [DATE], 2015, at [TIME], to be held at our principal executive offices located at 6501 William Cannon Drive West, Austin, Texas 78735, unless adjourned or postponed to a later date or time.

At the Freescale special meeting, we will discuss, and Freescale shareholders will vote on, the following proposals:

- Proposal 1.** to approve the agreement and plan of merger (the merger agreement), dated as of March 1, 2015 and as may be amended from time to time, by and among Freescale, NXP Semiconductors N.V. (NXP) and Nimble Acquisition Limited, a wholly-owned, indirect subsidiary of NXP (Merger Sub), and the merger of Merger Sub with and into Freescale (the merger), with Freescale surviving the merger as a wholly-owned, indirect subsidiary of NXP pursuant to the merger agreement;
- Proposal 2.** to approve on an advisory (non-binding) basis the compensation arrangements and compensation that may be paid or become payable to Freescale's named executive officers that is based on or otherwise related to the merger; and
- Proposal 3.** to approve the adjournment of the Freescale special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement and the merger.

Completion of the merger is conditioned on, among other things, approval of Proposal 1 above.

This joint proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the attached document, including the merger agreement and all other annexes and including any documents incorporated by reference, for further information with respect to the business to be transacted at the Freescale special meeting. You are encouraged to read the entire document carefully before voting. **In particular, see the section entitled Risk Factors.**

Under the laws of Bermuda, in the event of a merger of a Bermuda company with another company or corporation, any shareholder of the Bermuda company (a shareholder of record) is entitled to receive fair value for its shares. The board of directors of Freescale (the Freescale board) unanimously considers the merger consideration to constitute fair value for each Freescale common share. Based on the closing price of \$[] for an NXP ordinary share on [DATE], 2015, the merger consideration was equal to \$6.25 per Freescale common share in cash, plus 0.3521 of an NXP ordinary share, for a combined dollar value equivalent to \$[].

Any Freescale shareholder of record who is not satisfied that it has been offered fair value for its Freescale common shares and whose Freescale common shares are not voted in favor of the approval of the merger agreement and the merger, may exercise its appraisal rights under Section 106 of the Companies Act of 1981, as

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amended, of Bermuda (the Companies Act) to have the fair value of its Freescale common shares appraised by the Supreme Court of Bermuda. Any Freescale shareholder intending to exercise appraisal rights MUST file its application for appraisal of the fair value of its Freescale common shares with the Supreme Court of Bermuda within ONE MONTH after the date the notice convening the Freescale special meeting is deemed to have been received.

The Freescale board has fixed the close of business on [DATE], 2015 as the record date (the Freescale record date) for determination of Freescale shareholders entitled to receive notice of, and to vote at, the Freescale special meeting or any adjournments or postponements thereof, or to exercise the appraisal rights conferred on dissenting shareholders by the laws of Bermuda. Only Freescale shareholders of record at the close of business on the Freescale record date are entitled to receive notice of, and to vote at, the Freescale special meeting or any adjournment or postponement thereof, or to exercise the appraisal rights conferred on dissenting shareholders by the laws of Bermuda.

The Freescale board has unanimously (i) determined that the merger consideration constitutes fair value for each Freescale common share and (ii) approved the merger agreement and determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests of Freescale and its shareholders. The Freescale board recommends that Freescale shareholders vote FOR the approval of the merger agreement and the merger; FOR the approval on an advisory (non-binding) basis the compensation arrangements and compensation that may be paid or become payable to Freescale's named executive officers that is based on or otherwise related to the merger; and FOR the adjournment of the Freescale special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement and the merger.

YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN. The merger cannot be completed without the approval of the merger agreement and the transactions contemplated by the merger agreement, including the merger, by the affirmative vote, in person or by proxy, of holders of a majority of the issued and outstanding Freescale common shares entitled to vote as of the Freescale record date for the Freescale special meeting, voting together as a single class.

Freescale shareholders as of the Freescale record date may have their Freescale common shares voted by submitting a proxy by following the instructions provided on the enclosed proxy card. Freescale recommends that Freescale shareholders entitled to vote submit a proxy even if they plan to attend the Freescale special meeting.

Freescale shareholders who hold their Freescale common shares beneficially in street name and wish to submit a proxy must provide instructions to the broker, bank, trustee or other nominee that holds their Freescale common shares as to how to vote their Freescale common shares with respect to Proposals 1, 2 and 3. Freescale shareholders who hold their Freescale common shares beneficially in street name and wish to vote in person at the Freescale special meeting must obtain proxies issued in their own names (known as a legal proxy).

If you have any questions concerning the merger agreement or the transactions contemplated by the merger agreement, including the merger, or this joint proxy statement/prospectus, would like additional copies or need help voting your Freescale common shares, please contact Freescale's proxy solicitor:

Georgeson Inc.

480 Washington Boulevard, 26th Floor

Jersey City, NJ 07310

Shareholders Call Toll Free: (866) 431-2094

International Callers: (781) 575-2137

By order of the Board of Directors

Jennifer B. Wuamett

Senior Vice President, General Counsel & Secretary

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about NXP and Freescale that is not included in or delivered with this joint proxy statement/prospectus. **This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company or its proxy solicitor at the following addresses and telephone numbers:**

For NXP shareholders:

**NXP Semiconductors N.V.
High Tech Campus 60
Eindhoven 5656 AG
The Netherlands
Tel: +31 40 2729960
Attention: Mr. Jean Schreurs**

For Freescale shareholders:

**Freescale Semiconductor, Ltd.
6501 William Cannon Drive West
Austin, Texas 78735
Tel: (512) 895-2000
Attention: Secretary**

**Georgeson Inc.
480 Washington Boulevard, 26th Floor
Jersey City, NJ 07310
Shareholders Call Toll Free: (888) 680-1529
International Callers: (781) 575-2137**

**Georgeson Inc.
480 Washington Boulevard, 26th Floor
Jersey City, NJ 07310
Shareholders Call Toll Free: (866) 431-2094
International Callers: (781) 575-2137**

If you would like to request any documents, please do so by [DATE], 2015 in order to receive them before the NXP special meeting or the Freescale special meeting, as applicable.

For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus and how you may obtain it, see the section entitled "Where You Can Find More Information."

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form F-4 filed by NXP with the U.S. Securities and Exchange Commission, which we refer to in this joint proxy statement/prospectus as the "SEC," constitutes a prospectus of NXP under the Securities Act of 1933, as amended, which we refer to in this joint proxy statement/prospectus as the "Securities Act," with respect to the NXP ordinary shares to be issued to Freescale shareholders in connection with the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both NXP and Freescale under the Securities Exchange Act of 1934, as amended, which we refer to in this joint proxy statement/prospectus as the "Exchange Act." It also constitutes a notice of meeting with respect to the NXP special meeting and a notice of meeting with respect to the Freescale special meeting.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [DATE], 2015, and you should assume that the information contained in this joint proxy statement/prospectus is accurate only as of such date. You should also assume that the information incorporated by reference into this joint proxy statement/prospectus is only accurate as of the date of such information.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding NXP has been provided by NXP and information contained in this joint proxy statement/prospectus regarding Freescale has been provided by Freescale.

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QUESTIONS AND ANSWERS

The following questions and answers are intended to briefly address some questions that you, as an NXP shareholder or a Freescale shareholder, may have regarding the merger and the other matters being considered at the NXP extraordinary general meeting or the Freescale special general meeting. NXP and Freescale urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.

Unless the context otherwise requires or if stated otherwise, in this joint proxy statement/prospectus all references to:

the combined company refer to NXP following completion of the merger and the other transactions contemplated by the merger agreement;

Freescale refer to Freescale Semiconductor, Ltd., a Bermuda exempted limited liability company;

NXP refer to NXP Semiconductors N.V., a Dutch public limited liability company;

Merger Sub refer to Nimble Acquisition Limited, a Bermuda exempted limited liability company and wholly-owned, indirect subsidiary of NXP; and

the merger agreement refer to the Agreement and Plan of Merger, dated as of March 1, 2015, by and among Freescale, NXP and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus, as it may be amended from time to time.

Q: Why am I receiving this document?

A: Freescale, NXP and Merger Sub have entered into the merger agreement providing for the merger of Merger Sub with and into Freescale, which we refer to in this joint proxy statement/prospectus as the merger, with Freescale surviving the merger as a wholly-owned, indirect subsidiary of NXP.

Before the merger can be completed, NXP shareholders must vote to approve, among other things, the merger and the other transactions contemplated by the merger agreement, and Freescale shareholders must vote to approve the merger agreement and the merger. NXP and Freescale are sending you this joint proxy statement/prospectus to ask you to vote in favor of these matters. NXP will hold an extraordinary general meeting, which we refer to in this joint proxy statement/prospectus as the NXP special meeting, on [DATE], 2015 and Freescale will hold a special general meeting of shareholders, which we refer to in this joint proxy statement/prospectus as the Freescale special meeting, on [DATE], 2015 to obtain these approvals and the approval of certain other proposals that are not conditions to the completion of the merger.

This joint proxy statement/prospectus, which you should read carefully, contains important information about the merger agreement, the merger and the other transactions contemplated by the merger agreement and other matters being considered at the NXP special meeting and the Freescale special meeting. The enclosed voting materials allow you to vote your shares without attending the applicable special meeting. Your vote is very important and we encourage you to submit your proxy as soon as possible.

Q: What will Freescale shareholders receive for their shares?

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A: As the effective time of the merger, which we refer to in this joint proxy statement/prospectus as the effective time, each holder of a common share of Freescale, par value \$0.01 per share, which we refer to in this joint proxy statement/prospectus as a Freescale common share, issued and outstanding immediately prior to such time (other than certain Freescale common shares which will be cancelled as set forth in the merger agreement) will be entitled to receive, with respect to each such Freescale common share:

0.3521 of an NXP ordinary share, par value EUR 0.20 per share, which we refer to in this joint proxy statement/prospectus as an NXP ordinary share; and

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\$6.25 in cash, without interest, which, together with the fraction of the NXP ordinary share set forth above, we refer to in this joint proxy statement/prospectus as the merger consideration.

In addition, Freescale shareholders will not receive any fractional NXP ordinary shares in connection with the merger. Instead, each Freescale shareholder that would have been entitled to receive a fraction of an NXP ordinary share will instead receive cash compensation in lieu of such fractional share as described further in the section entitled *The Merger Agreement Effects of the Merger; Conversion of Freescale Common Shares*.

Upon completion of the merger, former Freescale shareholders are currently expected to own approximately 32% of the NXP ordinary shares outstanding immediately after the merger, based on the number of NXP ordinary shares outstanding as of March 1, 2015, the date of the execution of the merger agreement. For additional information regarding the consideration to be received in the transactions, see the sections entitled *The Merger Effects of the Merger* and *The Merger Agreement Effects of the Merger; Conversion of Freescale Common Shares*.

Q: How do I calculate the value of the merger consideration?

Because NXP will deliver a fixed number of NXP ordinary shares for each Freescale common share, the value of the merger consideration that Freescale shareholders will receive in the merger for each Freescale common share will depend on the price per NXP ordinary share at the time the merger is completed. That price will not be known at the time of the NXP special meeting or the Freescale special meeting and may be less than the current price or the price at the time of such special meetings.

Based on the closing price of \$84.90 per NXP ordinary share on the NASDAQ Global Select Market, which we refer to in this joint proxy statement/prospectus as *NASDAQ*, on February 27, 2015, the last trading day before the public announcement of the merger, the portion of the merger consideration consisting of NXP ordinary shares was valued at approximately \$29.89, resulting in an aggregate value of the merger consideration of \$36.14 per Freescale common share. Based on the closing price of \$[] per NXP ordinary share on NASDAQ on [DATE], 2015, the most recent practicable trading day prior to the printing of this joint proxy statement/prospectus, the portion of the merger consideration consisting of NXP ordinary shares was valued at approximately \$[], resulting in an aggregate value of the merger consideration of \$[] per Freescale common share.

Q: What proposals are being voted on at the NXP special meeting and what shareholder vote is required to adopt those proposals?

A: NXP shareholders are being asked to vote on the following proposals at the NXP special meeting:

a proposal to approve (within the meaning of article 2:107a of the Dutch Civil Code) the completion by NXP of the merger and the other transactions contemplated by the merger agreement, which we refer to in this joint proxy statement/prospectus as the *NXP merger proposal*;

a proposal to authorize the board of directors of NXP, which we refer to in this joint proxy statement/prospectus as the *NXP board*, for a period of 18 months, i.e., until and including [DATE], to issue up to 125,000,000 NXP ordinary shares and to authorize the NXP board to deliver the NXP ordinary shares held in treasury in connection with the merger, in each case as payment of the portion of the merger consideration consisting of NXP ordinary shares in accordance with the merger agreement, which we refer to in this joint proxy statement/prospectus as the *NXP share issuance proposal*;

a proposal to authorize the NXP board for a period of 18 months, i.e., until and including [DATE], to grant the right to acquire up to 12,500,000 NXP ordinary shares in connection with the assumption by NXP of the stock options, unvested restricted share units and unvested performance-based restricted share units granted by Freescale as further described in the section entitled *The Merger Agreement Treatment of Freescale Equity Awards*, which we refer to in this joint proxy statement/prospectus as the *NXP option issuance proposal*;

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a proposal to appoint Gregory L. Summe as non-executive director of NXP, effective as of the effective time and for a term ending at the close of the first NXP annual general meeting held after the effective time; and

a proposal to appoint Peter Smitham as non-executive director of NXP, effective as of the effective time and for a term ending at the close of the first NXP annual general meeting held after the effective time, which, together with the proposal in the immediately preceding bullet, we refer to in this joint proxy statement/prospectus as the NXP director election proposals.

The NXP merger proposal, the NXP share issuance proposal and the NXP option issuance proposal will be put to a vote as one single voting item. Each of the NXP director election proposals will be put to a vote separately. Approval of the first three proposals requires the affirmative vote of a majority of the votes cast at the NXP special meeting. Each of the NXP director election proposals will be adopted unless a two-thirds majority of the votes cast at the NXP special meeting, which majority represents more than half of the issued share capital, votes against such proposal. The failure of any NXP shareholder to submit a vote (i.e., not submitting a proxy and not voting in person) and any abstention from voting by an NXP shareholder will have no effect on any of the proposals.

As of [DATE], 2015, the directors and executive officers of NXP and their affiliates owned and were entitled to vote [] NXP ordinary shares, representing approximately []% of the NXP ordinary shares outstanding on that date. NXP currently expects that these directors and executive officers will vote such NXP ordinary shares in favor of the foregoing proposals, although none of them has entered into any agreement obligating them to do so.

Q: What are the recommendations of the NXP board regarding the proposals being put to a vote at the NXP special meeting?

A: The NXP board has unanimously determined that the merger agreement and the transactions contemplated thereby are advisable, fair to and in the best interests of NXP and its shareholders.

The NXP board recommends that NXP shareholders vote FOR each of the proposals to be presented at the NXP special meeting.

See the section entitled The Merger Recommendation of the NXP Board and Reasons for the Merger for a more complete description of the recommendations of the NXP board.

Q: What proposals are being voted on at the Freescale special meeting and what shareholder vote is required to adopt those proposals?

A: Freescale shareholders are being asked to vote on the following proposals at the Freescale special meeting:

a proposal to approve the merger agreement and the merger, which we refer to in this joint proxy statement/prospectus as the Freescale merger proposal, which proposal requires the affirmative vote of holders of a majority of the issued and outstanding Freescale common shares entitled to vote on such proposal, voting as a single class;

a proposal to approve on an advisory (non-binding) basis the compensation arrangements and compensation that may be paid or become payable to Freescale's named executive officers that is based on or otherwise related to the merger, which we refer to in this joint proxy statement/prospectus as the Freescale compensation proposal, which proposal requires the affirmative vote of holders of a majority of the Freescale common shares present, in person or by proxy, and entitled to vote on such proposal, voting as a single class; and

a proposal to approve the adjournment of the Freescale special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement and the merger, which we refer to in this joint proxy

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statement/prospectus as the Freescale adjournment proposal, which proposal requires the affirmative vote of holders of a majority of the Freescale common shares present, in person or by proxy, and entitled to vote on such proposal, voting as a single class.

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Completion of the merger is conditioned on, among other things, approval of the Freescale merger proposal, but is not conditioned on approval of the Freescale compensation proposal or the Freescale adjournment proposal. The failure of any Freescale shareholder to submit a vote (i.e., not submitting a proxy and not voting in person) and any abstention from voting by a Freescale shareholder will have the same effect as a vote against the first proposal and will have no effect on the second proposal or the third proposal.

As of [DATE], 2015, the directors and executive officers of Freescale and their affiliates owned and were entitled to vote [] Freescale common shares, representing approximately []% of the Freescale common shares outstanding on that date. Freescale currently expects that these directors and executive officers will vote such Freescale common shares in favor of the foregoing proposals, although none of them has entered into any agreement obligating them to do so.

In order for business to be conducted at the Freescale special meeting, a quorum must be present. A quorum requires the presence of one or more persons present in person at the start of the Freescale special meeting and representing, in person or by proxy, in excess of 50% of the total issued and outstanding Freescale common shares entitled to vote at the Freescale special meeting.

In connection with entering into the merger agreement, NXP entered into a support agreement, which we refer to in this joint proxy statement/prospectus as the support agreement, with Freescale Holdings L.P., which we refer to in this joint proxy statement/prospectus as the sponsor shareholder, and certain equityholders of the sponsor shareholder, which we refer to in this joint proxy statement/prospectus as the sponsors, pursuant to which the sponsor shareholder has agreed, subject to certain conditions, to vote all the Freescale common shares owned by it in favor of the Freescale merger proposal. See the section entitled The Support Agreement. As of [DATE], 2015, the sponsor shareholder owned [] Freescale common shares representing approximately []% of the total issued and outstanding Freescale common shares.

Q: What are the recommendations of the Freescale board regarding the proposals being put to a vote at the Freescale special meeting?

A: The Freescale board, in accordance with the Companies Act of 1981, as amended, of Bermuda, which we refer to in this joint proxy statement/prospectus as the Companies Act, has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests of Freescale and its shareholders and that the merger consideration constitutes fair value for each Freescale common share.

The Freescale board recommends that Freescale shareholders vote FOR each of the proposals to be presented at the Freescale special meeting.

See the section entitled The Merger Recommendation of the Freescale Board and Reasons for the Merger for a more complete description of the recommendations of the Freescale board. In considering the recommendations of the Freescale board, you should be aware that Freescale's executive officers and directors may have interests in the merger that are different from, or in addition to, those of Freescale shareholders generally. See the section entitled The Merger Interests of Certain Freescale Persons in the Merger.

Q: What will the board of directors and management of the combined company look like?

A: At the completion of the merger, subject to NXP shareholders adopting the NXP director election proposals, the board of directors of the combined company is expected to include Gregory L. Summe and Peter Smitham, in addition to the other directors on the NXP board immediately prior to the completion of the merger. Richard L. Clemmer, the President and Chief Executive Officer of NXP, will continue as the President and Chief Executive Officer of the combined company following completion of the merger. The rest of the senior leadership team for the combined company following completion of the merger is expected to include: Peter Kelly, Chief Financial Officer; Rudy Stroh, General Manager Security & Connectivity; Kurt Sievers, General Manager Automotive; Tom Deitrich, General Manager Digital Networking; Frans Scheper, General Manager Standard Products; Paul Hart, General Manager RF Power; Guido Dierick, General Counsel; David Reed, Head of Technology & Operations; Steve Owen, Chief Sales and Marketing

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Officer and Dennis Shuler, Chief Human Resources Officer. See the section entitled "The Merger - Board of Directors and Management of the Combined Company Following Completion of the Merger."

Q: Will the NXP ordinary shares issued in connection with the completion of the merger be traded on an exchange?

A: Yes. It is a condition to the completion of the merger that the NXP ordinary shares to be issued to Freescale shareholders in connection with the merger be authorized for listing on NASDAQ, subject to official notice of issuance.

Q: How will NXP shareholders be affected by the merger?

A: Upon completion of the merger, each NXP shareholder will hold the same number of NXP ordinary shares that such holder held immediately prior to completion of the merger. As a result of the merger, NXP shareholders will own shares in a larger company with more assets. However, because a portion of the merger consideration is to be paid in NXP ordinary shares, each outstanding NXP ordinary share immediately prior to the completion of the merger will represent a smaller percentage of the aggregate number of NXP ordinary shares outstanding after the completion of the merger.

Q: Is the merger expected to be taxable to Freescale shareholders for U.S. federal income tax purposes?

A: The receipt of NXP ordinary shares and cash in exchange for Freescale common shares in the merger generally will be a taxable transaction for U.S. federal income tax purposes and may also be taxable under state, local and non-U.S. income and other tax laws. Please carefully review the information in the section entitled "The Merger - Certain U.S. Federal Income Tax Consequences of the Merger" for a description of certain U.S. federal income tax consequences of the merger to U.S. holders (as defined in that section). The tax consequences to you will depend on your individual situation. We urge you to consult your tax advisors as to the specific tax consequences to you of the merger and your receipt of the merger consideration, including the applicability and effect of U.S. federal, state, local and non-U.S. income and other tax laws in light of your particular circumstances.

Q: When do NXP and Freescale expect to complete the merger?

A: NXP and Freescale currently expect to complete the merger by the end of calendar year 2015, subject to receipt of required shareholder approvals and regulatory approvals and subject to the satisfaction or waiver of other conditions. However, neither NXP nor Freescale can predict the actual date on which the merger will be completed because completion is subject to conditions beyond each company's control. See the sections entitled "The Merger - Regulatory Approvals Required to Complete the Merger" and "The Merger Agreement - Conditions to the Completion of the Merger."

Q: When and where is the NXP special meeting?

A: The NXP special meeting will be held on [DATE], 2015, beginning at [TIME], at NXP's principal executive offices located at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands.

Q: When and where is the Freescale special meeting?

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A: The Freescale special meeting will be held on [DATE], 2015, beginning at [TIME], at Freescale's principal executive offices located at 6501 William Cannon Drive West, Austin, Texas 78735, unless postponed or adjourned to a later date or time.

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Q: Who can vote at the special meetings?

A: Only NXP shareholders who hold NXP ordinary shares of record or beneficially hold NXP ordinary shares at the close of business on [DATE], 2015, which we refer to in this joint proxy statement/prospectus as the NXP record date, will be entitled to vote at the NXP special meeting.

Only Freescale shareholders at the close of business on [DATE], 2015, which we refer to in this joint proxy statement/prospectus as the Freescale record date, will be entitled to vote at the Freescale special meeting or any adjournment or postponement thereof.

Q: What do I need to do now?

A: After you have carefully read and considered the information contained in or incorporated by reference into this joint proxy statement/prospectus, please submit your proxy via the Internet or by telephone in accordance with the instructions set forth on the enclosed proxy card, or complete, sign, date and return the enclosed proxy card in the postage-prepaid envelope provided as soon as possible so that your shares will be represented and voted at the NXP special meeting or the Freescale special meeting, as applicable.

Additional information on voting procedures can be found in the section entitled NXP Special Meeting and in the section entitled Freescale Special Meeting.

Q: How will my proxy be voted?

A: If you submit your proxy via the Internet, by telephone or by completing, signing, dating and returning the enclosed proxy card, your proxy will be voted in accordance with your instructions. For Freescale shareholders and NXP shareholders, if you complete your proxy but do not indicate how your Freescale common shares or your NXP ordinary shares, as applicable, are to be voted for a proposal, the shares represented by your proxy will be voted in accordance with the recommendation of the Freescale board or the NXP board, as applicable, with respect to such proposal to which no instruction is given.

Additional information on voting procedures can be found in the section entitled NXP Special Meeting and in the section entitled Freescale Special Meeting.

Q: May I vote in person and what must I bring to attend my special meeting?

A: Yes. If you hold NXP ordinary shares of record or beneficially hold NXP ordinary shares on the NXP record date or are a Freescale shareholder of record at the close of business on the Freescale record date, you may attend the NXP special meeting or the Freescale special meeting, as applicable and vote your shares in person, in lieu of submitting your proxy by Internet, telephone or by completing, signing, dating and returning the enclosed proxy card.

All attendees should be prepared to present photo identification (such as a driver's license or passport) for admittance. The additional items, if any, that attendees must bring depend on whether they are shareholders of record, beneficial owners or proxy holders. Additional information regarding how to vote in person or attend the NXP special meeting or the Freescale special meeting can be found in the section entitled NXP Special Meeting and in the section entitled Freescale Special Meeting, as applicable.

Q: What should I do if I receive more than one set of voting materials for the NXP special meeting or the Freescale special meeting?

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- A: You may receive more than one set of voting materials for the NXP special meeting or the Freescale special meeting, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your NXP ordinary shares or Freescale common shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage

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account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please submit each separate proxy or voting instruction card that you receive by following the instructions set forth in each separate proxy or voting instruction card.

Q: If my shares are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee automatically vote my shares for me?

A: No. If your shares are held in the name of a broker, bank or other nominee, you will receive separate instructions from your broker, bank or other nominee describing how to vote your shares. The availability of Internet or telephonic voting will depend on the nominee's voting process. Please check with your broker, bank or other nominee and follow the voting procedures your broker, bank or other nominee provides.

You should instruct your broker, bank or other nominee how to vote your shares. Under the rules applicable to broker-dealers, your broker, bank or other nominee does not have discretionary authority to vote your shares on any of the proposals scheduled to be voted on at the NXP special meeting or the Freescale special meeting.

Additional information on voting procedures can be found in the section entitled **NXP Special Meeting** and in the section entitled **Freescale Special Meeting**.

Q: What do I do if I am an NXP shareholder and I want to revoke my proxy?

A: If you are an NXP shareholder of record, you may revoke your proxy in any of the following ways:

by sending a written notice of revocation to NXP at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands, Attention: Secretary, which notice must be received before your shares are voted at the NXP special meeting;

by properly submitting a later-dated, new proxy card, which must be received before your shares are voted at the NXP special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);

by submitting a proxy via Internet or by telephone by no later than 11:59 p.m. Eastern Time on the day before the NXP special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or

by attending the NXP special meeting and voting in person. Attendance at the NXP special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

If you hold your NXP ordinary shares in street name, then you must change your voting instruction by submitting new voting instructions to the broker, bank or other nominee that holds your shares.

Additional information can be found in the section entitled **NXP Special Meeting**.

Q: What do I do if I am Freescale shareholder and I want to revoke my proxy?

A: If you are a Freescale shareholder of record, you may revoke your proxy in any of the following ways:

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by sending a written notice of revocation to Freescale at 6501 William Cannon Drive West, Austin, Texas 78735, Attention: Secretary, which notice must be received before your Freescale common shares are voted at the Freescale special meeting;

by properly submitting a later-dated, new proxy card, which must be received before your shares are voted at the Freescale special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);

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by submitting a proxy via Internet or by telephone no later than 11:59 p.m. Eastern Time on the day before the Freescale special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or

by attending the Freescale special meeting and voting in person. Attendance at the Freescale special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

If you hold your Freescale common shares in street name, then you must change your voting instruction by submitting new voting instructions to the broker, bank or other nominee that holds your Freescale common shares.

Additional information can be found in the section entitled Freescale Special Meeting.

Q: Should I send in my Freescale share certificates now?

A: No. Please DO NOT send your Freescale share certificates with your proxy card. If the merger is completed, you will receive written instructions for exchanging your share certificates for the merger consideration shortly after the completion of the merger.

Q: Do NXP shareholders or Freescale shareholders have appraisal or dissenters' rights?

A: The holders of Freescale common shares of record, under Bermuda law, are entitled to appraisal rights in connection with the merger. The holders of NXP ordinary shares, under Dutch law, are not entitled to any appraisal or dissenters' rights with respect to the merger or any of the other transactions contemplated by the merger agreement. See the section entitled The Merger Dissenters' Rights of Appraisal.

Q: How can I find more information about NXP and Freescale?

A: You can find more information about NXP and Freescale from various sources described in the section entitled Where You Can Find More Information.

Q: Who can answer any questions I may have about the special meetings or the merger?

A: If you have any questions about the merger or the other transactions contemplated by the merger agreement or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or documents incorporated by reference herein, the enclosed proxy card or voting instructions, you should contact:

For NXP shareholders:

**NXP Semiconductors N.V.
High Tech Campus 60
Eindhoven 5656 AG
The Netherlands
Tel: +31 40 2729960
Attention: Mr. Jean Schreurs**

Georgeson Inc.

For Freescale shareholders:

**Freescale Semiconductor, Ltd.
6501 William Cannon Drive West
Austin, Texas 78735
Tel: (512) 895-2000
Attention: Secretary**

Georgeson Inc.

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**480 Washington Boulevard, 26th Floor
Jersey City, NJ 07310
Shareholders Call Toll Free: (888) 680-1529
International Callers: (781) 575-2137**

**480 Washington Boulevard, 26th Floor
Jersey City, NJ 07310
Shareholders Call Toll Free: (866) 431-2094
International Callers: (781) 575-2137**

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SUMMARY

*The following summary highlights selected information described in more detail elsewhere in this joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus and may not contain all the information that may be important to you. To understand the merger and the transactions contemplated by the merger agreement and the matters being voted on by NXP shareholders and Freescale shareholders at their respective special meetings more fully, and to obtain a more complete description of the legal terms of the merger agreement, you should carefully read this entire document, including the annexes, and the documents to which NXP and Freescale refer you. Each item in this summary includes a page reference directing you to a more complete description of that topic. See the section entitled *Where You Can Find More Information*.*

The Parties (see page 38)

NXP Semiconductors N.V.

NXP Semiconductors N.V., a Dutch public limited liability company, is a global semiconductor company and a long-standing supplier in the industry. NXP provides high performance mixed signal and standard product solutions that are used in a wide range of applications such as: automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing. As of December 31, 2014, NXP had 27,884 full-time equivalent employees located in over 20 countries, with research and development activities in Asia, Europe and the United States, and manufacturing facilities in Asia and Europe. NXP ordinary shares are traded on NASDAQ under the symbol NXPI. The principal executive offices of NXP are located at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands, and its telephone number is +31 40 2729960.

Nimble Acquisition Limited

Nimble Acquisition Limited, a Bermuda exempted limited liability company, is a wholly-owned, indirect subsidiary of NXP. Merger Sub was formed solely in contemplation of the merger, has not conducted any business and has no assets, liabilities or other obligations of any nature other than as set forth in the merger agreement. Its principal executive offices are located at c/o NXP Semiconductors N.V., High Tech Campus 60, Eindhoven 5656 AG, the Netherlands, and its telephone number is +31 40 2729960.

Freescale Semiconductor, Ltd.

Freescale Semiconductor, Ltd., a Bermuda exempted limited liability company, is a global leader in microcontrollers and digital networking processors, commonly referred to as embedded processors. Embedded processors are the backbone of electronic systems, providing essential control, intelligence and security, while enhancing performance and power efficiency. Freescale combines its embedded processors with its complementary analog, sensor and radio frequency (RF) devices, as well as a full suite of software and design tools, to provide highly integrated embedded processing solutions that streamline customer development efforts, lower their costs and shorten their time to market. As of December 31, 2014, Freescale employed approximately 17,300 full-time employees. Freescale common shares are traded on the New York Stock Exchange, which we refer to in this joint proxy statement/prospectus as the NYSE, under the symbol FSL. The principal executive offices of Freescale are located at 6501 William Cannon Drive West, Austin, Texas 78735 and its telephone number is (512) 895-2000.

The Merger (see page 50)

NXP, Merger Sub and Freescale have entered into the merger agreement pursuant to which Freescale will become a wholly-owned, indirect subsidiary of NXP, and Freescale shareholders will become shareholders of NXP.

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Freescale shareholders are receiving this document in connection with Freescale's solicitation of proxies for the Freescale special meeting to vote on the Freescale merger proposal, the Freescale compensation proposal and the Freescale adjournment proposal.

NXP shareholders are receiving this document in connection with NXP's solicitation of proxies for the NXP special meeting to vote on the NXP merger proposal, the NXP share issuance proposal, the NXP option issuance proposal and the NXP director election proposals.

Effects of the Merger (see page 50)

Upon the terms and subject to the conditions of the merger agreement and in accordance with the applicable provisions of the Companies Act, at the effective time, Merger Sub will merge with and into Freescale, the separate corporate existence of Merger Sub will cease and Freescale will continue as the surviving company, which we refer to in this joint proxy statement/prospectus as the surviving company, and as a wholly-owned, indirect subsidiary of NXP.

At the effective time, each Freescale common share issued and outstanding immediately prior to the effective time (excluding any shares held by Freescale in treasury or by NXP, Merger Sub or any other direct or indirect wholly-owned subsidiary of NXP, which shares will be cancelled and no consideration will be delivered with respect to such shares) will be converted into one common share of the surviving company, which we refer to in this joint proxy statement/prospectus as a surviving company share, and each of the resulting surviving company shares will be automatically exchanged for the right to receive (i) 0.3521 of an NXP ordinary share, which we refer to in this joint proxy statement/prospectus as the exchange ratio, and (ii) \$6.25 in cash, without interest.

For more information, see also the section entitled "The Merger Agreement - Effects of the Merger; Conversion of Freescale Common Shares."

The exchange ratio is fixed and will not be adjusted for changes in the market value of NXP ordinary shares or Freescale common shares. Because the exchange ratio was fixed at the time the merger agreement was executed and because the market value of NXP ordinary shares and Freescale common shares is expected to fluctuate, Freescale shareholders cannot be sure of the value of the NXP ordinary shares they will receive in connection with the merger relative to the value of their Freescale common shares. See also the section entitled "Risk Factors - Risks Relating to the Merger."

NXP Special Meeting (see page 40)

Date, Time and Place. The NXP special meeting will be held on [DATE], 2015, beginning at [TIME], at NXP's principal executive offices located at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands.

Purpose. The NXP special meeting is being held to consider and vote on:

Proposal 1-A: the NXP merger proposal;

Proposal 1-B: the NXP share issuance proposal;

Proposal 1-C: the NXP option issuance proposal;

Proposal 2-A: the NXP director election proposal to appoint Gregory L. Summe as non-executive director of NXP:

Gregory L. Summe, 58, is currently a director of Freescale. Mr. Summe joined the Freescale board in September 2010 and has served as Chairman of the Freescale board since May 2014. Mr. Summe is also Chairman of the Compensation and Leadership Committee of the Freescale board. Mr. Summe is the Managing Partner of Glen Capital Partners, an investment fund, which he founded in 2013. Mr. Summe was the managing director and vice chairman of Global Buyout at The Carlyle Group, a private equity firm, from September 2009 to May 2014. Prior to joining

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Carlyle, he was the chairman and chief executive officer of PerkinElmer, Inc., a designer, manufacturer and deliverer of advanced technology solutions addressing health and safety

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concerns, a company he led for eleven years from 1998 to September 2009. He joined PerkinElmer in January 1998 in the role of president and chief operating officer and in 1999 was elected chief executive officer and chairman of the board. He also served as a senior advisor to Goldman Sachs Capital Partners, a leader in private corporate equity investing, from 2008 to 2009. Prior to joining PerkinElmer, Mr. Summe was with AlliedSignal, now Honeywell International, an inventor and manufacturer of technologies addressing global macrotrend challenges such as safety, security, and energy, serving as the president of General Aviation Avionics, president of the Aerospace Engines Group and president of the Automotive Products Group. Before joining AlliedSignal, he was the general manager of Commercial Motors at General Electric and was a partner with the consulting firm of McKinsey & Company, Inc. Mr. Summe holds B.S. and M.S. degrees in electrical engineering from the University of Kentucky and the University of Cincinnati, and an M.B.A. with distinction from the Wharton School at the University of Pennsylvania. He is in the Engineering Hall of Distinction at the University of Kentucky. Mr. Summe also serves on the boards of directors of LMI Aerospace, Inc. and the State Street Corporation. Mr. Summe previously served on the board of directors of Automatic Data Processing, Inc., Biomet Inc., Veyance Technologies, Inc., Export Trading Group Ltd, Euromax Holdings Inc. and TRW Corp.; and

Proposal 2-B: the NXP director election proposal to appoint Peter Smitham as non-executive director of NXP:

Peter Smitham, 72, is currently a director of Freescale. Mr. Smitham joined the Freescale board in June 2007 and is currently a member of the Compensation and Leadership Committee and the Nominating and Corporate Governance Committee of the Freescale board. Mr. Smitham retired from his position as a partner of the private equity firm Permira on December 31, 2009, but until August 1, 2015, he will be a member of Permira Advisers LLP, which he joined in 1985, the year the London office was founded. Mr. Smitham was the managing partner of the London office from 1994 until 1998 and led Permira's European business from 1996 until 2000. He has worked on numerous transactions focusing on electronics and turnarounds, including Memec Group Holdings Limited, The Roxboro Group, Solartron Group and Technology plc. He has a degree in Geography from Swansea University, Wales, and attended the Senior Executive Program at Stanford Business School.

Proposals 1-A, 1-B and 1-C will be put to a vote as one single voting item. Proposals 2-A and 2-B will each be put to a vote separately.

Record Date; Voting Rights. The NXP record date, which is the date for the determination of shareholders entitled to vote at the NXP special meeting, is [DATE], 2015, which is the 28th day prior to the date of the meeting. Only NXP shareholders who hold NXP ordinary shares of record or beneficially hold NXP ordinary shares on the NXP record date are entitled to vote at the NXP special meeting. Each NXP ordinary share entitles its holder to one vote at the NXP special meeting on each of the proposals.

Vote Required. The votes required for each proposal are as follows:

Proposals 1-A, 1-B and 1-C, which will be put to a vote as one single voting item, require the affirmative vote of a majority of the votes cast at the NXP special meeting; and

Proposals 2-A and 2-B, will be adopted, unless a two-thirds majority of the votes cast at the NXP special meeting, which majority represents more than half of the issued share capital, votes against the proposals.

As of [DATE], 2015, there were [] NXP ordinary shares issued and outstanding, held by [] holders of record. As of [DATE], 2015, NXP directors and executive officers, as a group, owned and were entitled to vote [] NXP ordinary shares, or approximately []% of the outstanding NXP ordinary shares. NXP currently expects that

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these directors and executive officers will vote their NXP ordinary shares that are held at the NXP record date in favor of all of the above proposals, although none of them has entered into any agreement obligating them to do so.

Freescale Special Meeting (see page 44)

Date, Time and Place. The Freescale special meeting will be convened for [DATE], 2015, beginning at [TIME], to be held at Freescale's principal executive offices located at 6501 William Cannon Drive West, Austin, Texas 78735, unless adjourned or postponed to a later date or time.

Purpose. The Freescale special meeting is being held to consider and vote on:

Proposal 1: the Freescale merger proposal;

Proposal 2: the Freescale compensation proposal; and

Proposal 3: the Freescale adjournment proposal.

Record Date; Voting Rights. The Freescale record date for the determination of shareholders entitled to notice of and to vote at the Freescale special meeting is [DATE], 2015. Since there are no Freescale preference shares issued and outstanding on [DATE], 2015, only Freescale shareholders who held Freescale common shares of record at the close of business on the Freescale record date are entitled to vote at the Freescale special meeting and any adjournment or postponement of the Freescale special meeting, so long as such Freescale common shares remain outstanding on the date of the Freescale special meeting. Freescale common shares are the only class of shares entitled to vote, and holders of Freescale common shares are entitled to vote on each proposal presented at the Freescale special meeting. Each Freescale common share entitles its holder of record to one vote at the Freescale special meeting on each of the proposals.

Vote Required. The votes required for each proposal are as follows:

Proposal 1 the Freescale merger proposal: The affirmative vote, in person or by proxy, of holders of a majority of the issued and outstanding Freescale common shares entitled to vote on Proposal 1, voting as a single class, is required to approve the Freescale merger proposal.

Proposal 2 the Freescale compensation proposal: The affirmative vote of holders of a majority of the Freescale common shares present, in person or by proxy, and entitled to vote on Proposal 2 at the Freescale special meeting, voting as a single class, is required to approve the Freescale compensation proposal.

Proposal 3 the Freescale adjournment proposal: The affirmative vote of holders of a majority of the Freescale common shares present, in person or by proxy, and entitled to vote on Proposal 3 at the Freescale special meeting, voting as a single class, is required to approve the Freescale adjournment proposal.

As of [DATE], 2015, there were [] Freescale common shares issued and outstanding, held by [] holders of record. As of [DATE], 2015, Freescale directors and executive officers, as a group, owned and were entitled to vote [] Freescale common shares, or approximately []% of the issued and outstanding Freescale common shares. Freescale currently expects that these directors and executive officers will vote their Freescale common shares in favor of the above proposals, although none of them has entered into any agreement obligating them to do so.

In connection with entering into the merger agreement, NXP entered into a support agreement with the sponsor shareholder and the sponsors, pursuant to which the sponsor shareholder has agreed, subject to certain conditions, to vote all the Freescale common shares owned by it in favor of the Freescale merger proposal. See the section entitled "The Support Agreement." As of [DATE], 2015, the sponsor shareholder owned [] Freescale common shares representing approximately []% of the total issued and outstanding Freescale common shares.

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Recommendation of the NXP Board and Reasons for the Merger (see page 57)

The NXP Board recommends that NXP shareholders vote FOR each of the proposals to be presented at the NXP special meeting.

In the course of reaching its decision to approve the merger agreement and the transactions contemplated thereby, the NXP board considered a number of factors in its deliberations. For a more complete discussion of these factors, see the section entitled "The Merger Recommendation of the NXP Board and Reasons for the Merger."

Recommendation of the Freescale Board and Reasons for the Merger (see page 61)

The Freescale board recommends that Freescale shareholders vote FOR each of the proposals to be presented at the Freescale special meeting.

In the course of reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement, including the merger, the Freescale board considered a number of factors in its deliberations. For a more complete discussion of these factors, see the section entitled "The Merger Recommendation of the Freescale Board and Reasons for the Merger."

Opinion of NXP's Financial Advisor (see page 71)

In connection with the merger, Credit Suisse Securities (USA) LLC, which we refer to in this joint proxy statement/prospectus as "Credit Suisse," which is serving as financial advisor to NXP, delivered an opinion, dated March 1, 2015, to the NXP board as to the fairness, from a financial point of view and as of the date of such opinion, to NXP of the merger consideration to be paid by NXP pursuant to the merger agreement. The full text of Credit Suisse's written opinion, dated March 1, 2015, is attached to this joint proxy statement/prospectus as Annex B and sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Credit Suisse in connection with such opinion. **The description of Credit Suisse's opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of Credit Suisse's opinion. Credit Suisse's opinion was provided to the NXP board (in its capacity as such) for its information in connection with its evaluation of the merger consideration from a financial point of view to NXP and did not address any other aspect of the merger or related transactions, including the relative merits of the merger or related transactions as compared to alternative transactions or strategies that might be available to NXP or the underlying business decision of NXP to proceed with the merger or related transactions. The opinion does not constitute advice or a recommendation to any shareholder as to how such shareholder should vote or act on any matter relating to the merger, the related transactions or otherwise.**

Opinion of Freescale's Financial Advisor (see page 80)

Freescale retained Morgan Stanley & Co. LLC, which we refer to in this joint proxy statement/prospectus as "Morgan Stanley," to act as its financial advisor in connection with the proposed merger. On March 1, 2015, Morgan Stanley rendered to the Freescale board its oral opinion, subsequently confirmed in writing, that as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley as set forth in its written opinion, the merger consideration to be received by the holders of Freescale common shares pursuant to the merger agreement was fair from a financial point of view to the holders of Freescale common shares. The full text of Morgan Stanley's written opinion to the Freescale board, dated as of March 1, 2015, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley in rendering its opinion, is attached to this joint proxy statement/prospectus as Annex C. The summary of the opinion of Morgan Stanley in this joint proxy

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statement/prospectus is qualified in its entirety by reference to the full text of the opinion. We encourage you to read Morgan Stanley's opinion and the summary of Morgan Stanley's opinion below carefully and in their entirety.

Morgan Stanley's opinion was rendered for the benefit of the Freescale board, in its capacity as such, and addressed only the fairness from a financial point of view of the consideration to be received by the holders of Freescale common shares pursuant to the merger agreement as of the date of the opinion. It does not address any other aspect or implications of the merger, including the value of the NXP ordinary shares when issued in the merger or the prices at which the NXP ordinary shares will trade at any time in the future. The opinion was addressed to, and rendered for the benefit of, the Freescale board and was not intended to, and does not, constitute advice or a recommendation to any holder of Freescale common shares or NXP ordinary shares as to how to vote at any shareholders' meetings to be held in connection with the merger or take any other action with respect to the merger.

Interests of Certain Freescale Persons in the Merger (see page 90)

When considering the recommendations of the Freescale board with respect to the merger, Freescale shareholders should be aware that Freescale's executive officers and directors may have interests in the merger that are different from, or in addition to, those of Freescale shareholders generally. These interests may present such executive officers and directors with actual or potential conflicts of interest. The Freescale board was aware of these interests during its deliberations on the merits of the merger and in deciding to recommend that Freescale shareholders vote FOR the Freescale merger proposal at the Freescale special meeting. These interests include:

Acceleration of Vesting of Equity Awards upon a Qualifying Termination. Freescale's executive officers have previously been granted stock options, restricted share units and performance-based restricted share units under the Amended and Restated Freescale Semiconductor, Ltd. 2011 Omnibus Incentive Plan, which we refer to in this joint proxy statement/prospectus as the 2011 Omnibus Incentive Plan. Under the terms of the merger agreement, vested and unvested stock options will be converted into vested and unvested NXP stock options, as applicable, unvested restricted share units will be converted into unvested NXP restricted share units and unvested performance-based restricted share units with performance periods that have not ended prior to the completion of the merger will be converted into unvested time-vesting NXP restricted share units (as adjusted based on performance through the closing date of the merger, which we refer to in this joint proxy statement/prospectus as the closing date). The awards granted to Freescale's executive officers under the 2011 Omnibus Incentive Plan, subject to certain exceptions, generally provide that, in the event of the executive officer's termination by Freescale without cause (as defined in the 2011 Omnibus Incentive Plan) or by the executive officer for good reason (as defined in the executive officer's employment agreement or award agreement, as applicable) during the one-year period following the completion of the merger, the vesting of any such award, to the extent outstanding and unvested, will accelerate. Any exceptions are noted in the section entitled The Merger Interests of Certain Freescale Persons in the Merger.

Change in Control Termination Benefits. Freescale executive officers, except Mr. Randy A. Hyzak, are entitled to severance compensation and benefits if the executive officer experiences a qualifying termination following a change in control. In general, Freescale executive officers who become entitled to severance, either pursuant to an employment agreement or the Freescale Executive Severance Plan for Senior Vice Presidents, which we refer to in this joint proxy statement/prospectus as the Freescale severance plan, will receive lump sum severance payment equal to a multiple of the sum of the executive officer's base salary and target bonus, lump sum payment of the prorated portion of the executive officer's annual bonus for the year of termination of employment and medical and life insurance benefits for a period of time following termination. Mr. Hyzak is not eligible to receive change in control termination benefits.

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Treatment of Freescale Director Compensation. Independent members of the Freescale board have previously been granted restricted share units under the 2011 Omnibus Incentive Plan. Under the terms of the merger agreement, outstanding equity awards will generally be treated the same as for Freescale's executive officers except that restricted share units expected to be received in 2015 (and 2016, if the merger has not been completed) will vest immediately prior to the change in control, in accordance with the terms of such awards.

For a more detailed description, see the section entitled "The Merger - Interests of Certain Freescale Persons in the Merger."

Debt Financing (see page 142)

NXP intends to fund the cash portion of the merger consideration with a combination of cash on hand and debt financing, and also intends to refinance certain of Freescale's existing indebtedness with debt financing. NXP may access various financing sources to provide for such debt financing, which we refer to in this joint proxy statement/prospectus as the "debt financing."

Pursuant to a debt commitment letter dated March 1, 2015, as amended by a joinder agreement dated March 10, 2015, which, as may be further amended and/or supplemented from time to time, we refer to in this joint proxy statement/prospectus as the "debt commitment letter," entered into among NXP B.V., a wholly-owned subsidiary of NXP, Credit Suisse, Credit Suisse AG, Cayman Islands Branch, which we refer to in this joint proxy statement/prospectus together with Credit Suisse as "CS," Morgan Stanley Senior Funding, Inc., Barclays Bank PLC, Deutsche Bank Securities Inc., Deutsche Bank AG New York Branch, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Bank of America, N.A., which we refer to in this joint proxy statement/prospectus together with CS as the "lead arrangers" and each, a "lead arranger," and Goldman Sachs Lending Partners LLC, Citigroup Global Markets Limited, Citibank N.A., London Branch and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., which we refer to in this joint proxy statement/prospectus together as the "co-managers" and each, a "co-manager," NXP B.V., as borrower, and NXP Funding LLC, a wholly-owned subsidiary of NXP B.V., as co-borrower, may enter into new term loan facilities, which as of the date of this joint proxy statement/prospectus are committed for up to \$5.04 billion.

In addition, NXP and NXP B.V., each as a borrower, and any other borrowers that may be party thereto, may also enter into a new revolving credit facility, which would be provided pursuant to the debt commitment letter, for up to \$600 million, and which may replace existing credit facilities, in whole or in part.

NXP may also access other financing sources, such as senior notes or convertible notes, or use cash on hand, as an alternative to or to supplement the above sources.

For a more complete description of the contemplated debt financing for the merger, see the section entitled "Debt Financing."

Board of Directors and Management of the Combined Company Following Completion of the Merger (see page 98)

At the completion of the merger, subject to NXP shareholders adopting the NXP director election proposals, the board of directors of the combined company is expected to include Gregory L. Summe and Peter Smitham, in addition to the other directors on the NXP board immediately prior to the completion of the merger. Richard L. Clemmer, the President and Chief Executive Officer of NXP, will continue as the President and Chief Executive Officer of the combined company following completion of the merger. The rest of the senior leadership team for the combined company following completion of the merger is expected to include: Peter Kelly, Chief Financial Officer; Rudy Stroh, General Manager Security & Connectivity; Kurt Sievers, General Manager Automotive; Tom Deitrich, General Manager Digital Networking; Frans Scheper, General Manager Standard Products; Paul Hart, General Manager RF Power; Guido Dierick, General Counsel; David Reed, Head of Technology & Operations; Steve Owen, Chief Sales and Marketing Officer and Dennis Shuler, Chief Human Resources Officer.

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Certain U.S. Federal Income and Other Tax Consequences of the Merger (see page 98)

The receipt of NXP ordinary shares and cash in exchange for Freescale common shares in the merger generally will be a taxable transaction for U.S. federal income tax purposes. A U.S. holder (as defined in the section entitled "The Merger - Certain U.S. Federal Income Tax Consequences of the Merger") who receives NXP ordinary shares and cash in the merger generally will recognize capital gain or loss equal to the difference, if any, between (1) the sum of the fair market value of NXP ordinary shares and cash, including any cash received in lieu of fractions of NXP ordinary shares received in the merger, and (2) such U.S. holder's adjusted tax basis in its Freescale common shares exchanged therefor. The determination of the actual tax consequences of the merger to a holder of Freescale common shares will depend on the holder's specific situation. Holders of Freescale common shares should consult their own tax advisors as to the tax consequences of the merger in their particular circumstances, including the applicability and effect of U.S. federal, state, local and non-U.S. income and other tax laws in light of your particular circumstances. See the section entitled "The Merger - Certain U.S. Federal Income Tax Consequences of the Merger." For certain consequences of the merger under Dutch tax laws, see the section entitled "The Merger - Material Dutch Tax Consequences."

Accounting Treatment of the Merger (see page 106)

NXP prepares its financial statements in accordance with accounting principles generally accepted in the U.S., which we refer to in this joint proxy statement/prospectus as GAAP. The merger will be accounted for using the acquisition method of accounting with NXP being considered the acquirer of Freescale for accounting purposes. This means that NXP will allocate the purchase price to the fair value of Freescale's tangible and intangible assets and liabilities at the acquisition date, with the excess purchase price being recorded as goodwill. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually.

Regulatory Approvals Required to Complete the Merger (see page 106)

The completion of the merger is subject to obtaining antitrust and other regulatory approvals in the United States, the European Union, China, South Korea, Japan, Taiwan and Mexico. NXP and Freescale intend to make required notifications or filings in each of these jurisdictions on or before April 30, 2015. There can be no assurance as to if and when any of these will be obtained or as to the conditions or limitations that such approvals may contain or impose. See the section entitled "The Merger - Regulatory Approvals Required to Complete the Merger."

Treatment of Freescale Equity Awards (see page 107)

At the effective time, each outstanding Freescale stock option (whether vested or unvested) will be assumed and converted into an option to purchase NXP ordinary shares. Such converted stock options will have the same vesting schedule as the Freescale stock options and otherwise will have the same terms and conditions as the Freescale stock options.

At the effective time, the unvested Freescale restricted share units outstanding immediately prior to the effective time will be converted into NXP restricted share units. Such converted restricted share units will have the same vesting schedule as the Freescale restricted share units and otherwise will have the same terms and conditions as the Freescale restricted share units.

At the effective time, the unvested Freescale performance-based restricted share units outstanding immediately prior to the effective time will be converted into NXP restricted share units. Such converted performance-based restricted share units will have the same time-based vesting schedule as Freescale performance-based restricted share units and otherwise will have the same terms and conditions as were applicable to the Freescale performance-based restricted share units. The level of performance achieved with respect to the Freescale performance-based restricted share units will be determined prior to the effective time.

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Listing of NXP Ordinary Shares; Delisting of Freescale Common Shares (see page 108)

It is a condition to the completion of the merger that the NXP ordinary shares issuable in the merger be authorized for listing on NASDAQ upon official notice of issuance. As a result of the merger, Freescale common shares currently listed on the NYSE will cease to be listed on the NYSE.