

NXP Semiconductors N.V.
Form SC 14D9/A
January 27, 2017

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

SCHEDULE 14D-9

(Amendment No. 6)

Solicitation/Recommendation Statement

Under Section 14(d)(4) of the Securities Exchange Act of 1934

NXP Semiconductors N.V.

(Name of Subject Company)

NXP Semiconductors N.V.

(Name of Person Filing Statement)

Common Stock, Par Value EUR 0.20 Per Share

(Title of Class of Securities)

N6596X109

(CUSIP Number of Class of Securities)

Dr. Jean A.W. Schreurs

SVP and Chief Corporate Counsel

60 High Tech Campus

5656 AG

Eindhoven, The Netherlands

+31-40-2728686

**(Name, address and telephone number of person authorized to receive notices and communications
on behalf of the person filing statement)**

With copies to:

Kenton J. King

Allison R. Schneirov

Alexandra J. McCormack

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

212-735-3000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 6 to Schedule 14D-9 (this **Amendment No. 6**) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the Securities and Exchange Commission (the **SEC**) on November 18, 2016 (together with any subsequent amendments and supplements thereto, the **Schedule 14D-9**), by NXP Semiconductors N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the **Company** or **NXP**). The Schedule 14D-9 relates to the offer by Qualcomm River Holdings B.V. (**Buyer**), a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands and an indirect, wholly owned subsidiary of QUALCOMM Incorporated, a Delaware corporation (**Parent**), to acquire all of the outstanding common shares, par value 0.20 per share, of the Company (the **Shares**) at a purchase price of \$110.00 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated November 18, 2016, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the **Offer**).

All information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is hereby expressly incorporated by reference into this Amendment No. 6, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used but not defined in this Amendment No. 6 have the meanings ascribed to them in the Schedule 14D-9.

Item 2. Identity and Background of Filing Person

The disclosure in Item 2 of the Schedule 14D-9 under the heading *(b) Tender Offer* is hereby amended and supplemented by adding the following paragraph after the ninth paragraph of such section:

On January 27, 2017, the EGM was held at the corporate offices of the Company in Eindhoven, The Netherlands. The shareholders of the Company approved all resolutions brought before them at the EGM, with approximately 95% of the votes cast in favor of each such resolution, including the resolutions relating to, among other things, the approval of the Asset Sale and the appointment of certain directors designated by Buyer to the NXP Board. In light of the foregoing, the Minimum Condition is now 80% of the outstanding Shares immediately prior to the Expiration Time and Buyer, with NXP's prior written consent (not to be unreasonably withheld, conditioned or delayed), may reduce the required threshold to a percentage not less than 70% of the outstanding Shares immediately prior to the Expiration Time.

Item 8. Additional Information

The disclosure in Item 8 of the Schedule 14D-9 under the heading *(b) Regulatory and Other Approvals-Certain Shareholder Approvals Required in Connection with the Post-Offer Steps* is hereby amended and supplemented by deleting the first paragraph of such section in its entirety and replacing it with the following:

On January 27, 2017, the EGM was held at the corporate offices of the Company in Eindhoven, The Netherlands. The shareholders of the Company approved all resolutions brought before them at the EGM, with approximately 95% of the votes cast in favor of each such resolution, including the resolutions relating to, among other things, the approval of the Asset Sale and the appointment of certain directors designated by Buyer to the NXP Board. In light of the foregoing, the Minimum Condition is now 80% of the outstanding Shares immediately prior to the Expiration Time and Buyer, with NXP's prior written consent (not to be unreasonably withheld, conditioned or delayed), may reduce the required threshold to a percentage not less than 70% of the outstanding Shares immediately prior to the Expiration Time.

Item 9. Exhibits

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

Exhibit No.	Description
(a)(1)(R)	Press release issued by NXP Semiconductors N.V., dated January 27, 2017 (incorporated by reference to Exhibit 99.1 to the Form 6-K filed by NXP Semiconductors N.V. on January 27, 2017).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 27, 2017

NXP SEMICONDUCTORS N.V.

By: /s/ Dr. Jean A.W. Schreurs
Dr. Jean A.W. Schreurs
SVP and Chief Corporate Counsel