

NXP Semiconductors N.V.  
Form S-8  
September 05, 2017

As filed with the Securities and Exchange Commission on September 5, 2017

Registration Number 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**NXP SEMICONDUCTORS N.V.**

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

**The Netherlands**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**Not Applicable**  
**(IRS Employer**  
**Identification No.)**

**High Tech Campus 60**

**Eindhoven 5656 AG**

**The Netherlands** **Not Applicable**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Employee Stock Purchase Plan**

**(Full title of the plan)**

**Jean Schreurs**

**SVP and Chief Corporate Counsel**

**High Tech Campus 60**

**Eindhoven 5656 AG**

**The Netherlands**

**Tel: +31 40 2728686**

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

*Copies of all notices, orders and communication to:*

**Mark A. Brod, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, NY 10017-3954**

**Telephone: (212) 455-2000**

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

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### Calculation of Registration Fee

| Title of securities<br>to be registered       | Amount<br>to be<br>registered(1) | Proposed<br>maximum<br>offering price<br>per share(2) | Proposed<br>maximum<br>aggregate<br>offering price | Amount of<br>registration fee |
|---|----------------------------------|---|--|-------------------------------|
| Ordinary Shares, par value EUR 0.20 per share | 315,000 shares                   | \$112.71  | \$35,503,650                                       | \$4,114.87                    |

- (1) Covers ordinary shares, par value EUR 0.20 per share ( Ordinary Shares ), of NXP Semiconductors N.V., a Dutch public limited liability company (the Registrant ) issuable under the Registrant s Employee Stock Purchase Plan (the Plan ). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of additional Ordinary Shares which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.
- (2) Pursuant to Rule 457(c) and 457(h)(i) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the amount of the registration fee and are based on a price of \$112.71 per Ordinary Share, which is the average of the high and low prices per share of the Ordinary Shares reported on The NASDAQ Global Select Market on August 31, 2017.



### Explanatory Note

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 315,000 ordinary shares, par value EUR 0.20 per share ( Ordinary Shares ), of NXP Semiconductors N.V., a Dutch public limited liability company (the Registrant ), to be issued pursuant to the Registrant's Employee Stock Purchase Plan (the Plan ). In accordance with Section E of the General Instructions to Form S-8, the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the SEC ) relating to the Plan (Registration Statement No. 333-190472), including the information contained therein, is incorporated by reference herein.

### Part II Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference

The following documents filed with the SEC by the Registrant are incorporated in this Registration Statement by reference:

- (1) the Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2016, filed on March 3, 2017;
- (2) the Registrant's current reports on Form 6-K furnished on January 27, 2017, February 7, 2017, February 8, 2017, March 3, 2017, May 4, 2017 (Exhibit 2 interim report only), July 24, 2017, and August 3, 2017 (Exhibit 2 interim report only); and
- (3) the description of the Ordinary Shares included under the caption Description of Registrant's Securities to be Registered included in the Registrant's registration statement on Form 8-A, filed on August 3, 2010 (File No. 001-34841), including any amendments or supplements thereto.

All reports and other documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold (other than information deemed to have been furnished rather than filed in accordance with the SEC's rules) shall be deemed to be incorporated by reference in and to be a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated by reference herein shall be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 5. Interests of Named Experts and Counsel

Dr. Jean A.W. Schreurs, Senior Vice President and Chief Corporate Counsel of the Registrant, has given his opinion about certain legal matters affecting the Plan in this Registration Statement. Dr. Schreurs owns, or has the right to acquire, a number of Ordinary Shares which represents less than 1% of the total outstanding Ordinary Shares.

**Item 8. Exhibits**

The following is a complete list of Exhibits filed or incorporated by reference as part of this Registration Statement:

**Exhibit**

| <b>Number</b> | <b>Description of Exhibit</b>  |
|---------------|--|
| 4.1           | Certificate of Incorporation of NXP Semiconductors N.V. (incorporated by reference to Exhibit 3.1 of Amendment No. 7 to the Registration Statement on Form F-1 of NXP Semiconductors N.V., filed with the SEC on August 2, 2010 (File No. 333-166128)) |
| 4.2           | Articles of Association of NXP Semiconductors N.V. (incorporated by reference to Exhibit 3.2 of Amendment No. 7 to the Registration Statement on Form F-1 of NXP Semiconductors N.V., filed with the SEC on August 2, 2010 (File No. 333-166128))      |
| 4.3           | Employee Stock Purchase Plan Terms and Conditions (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form S-8 of NXP Semiconductors N.V., filed with the SEC on August 8, 2013)  |
| 5             | Opinion of Dr. Jean A.W. Schreurs  |
| 23.1          | Consent of Dr. Jean A.W. Schreurs (included in Exhibit 5)  |
| 23.2          | Consent of KPMG Accountants N.V., independent registered public accounting firm of NXP Semiconductors N.V.   |
| 24            | Power of Attorney of certain officers and directors of NXP Semiconductors N.V. to file future amendments (set forth on the signature pages of this Registration Statement).  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Eindhoven, the Netherlands, on September 5, 2017.

**NXP Semiconductors N.V.**

(Registrant)

By: /s/ Richard L. Clemmer  
Name: Richard L. Clemmer  
Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints each of Peter Kelly, Guido Dierich and Jean A.W. Schreurs, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, in connection with this Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Registrant any and all amendments or supplements (including any and all stickers and post-effective amendments) to this Registration Statement, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agent, with full power and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or any substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on September 5, 2017.

| <b>Name</b>              | <b>Title</b>  |
|--------------------------|---|
| /s/ Richard L. Clemmer   | Executive Director, President and Chief Executive Officer             |
| Name: Richard L. Clemmer | <i>(Principal Executive Officer)</i>                                  |
| /s/ Peter Kelly          | Executive Vice President and Chief Financial Officer                  |
| Name: Peter Kelly        | <i>(Principal Financial Officer and Principal Accounting Officer)</i> |
| /s/ Sir Peter Bonfield   | Non-executive Director and Chairman of the Board                      |
| Name: Sir Peter Bonfield |   |

/s/ Johannes P. Huth

Non-executive Director and Vice Chairman of the Board

Name: Johannes P. Huth



/s/ Kenneth A. Goldman Non-executive Director

Name: Kenneth A. Goldman

/s/ Dr. Marion Helmes Non-executive Director

Name: Dr. Marion Helmes

/s/ Josef Kaeser Non-executive Director

Name: Josef Kaeser

/s/ Ian Loring Non-executive Director

Name: Ian Loring

/s/ Eric Meurice Non-executive Director

Name: Eric Meurice

/s/ Peter Smitham Non-executive Director

Name: Peter Smitham

/s/ Julie Southern Non-executive Director

Name: Julie Southern

/s/ Gregory Summe Non-executive Director

Name: Gregory Summe

/s/ Timothy Shelhamer Authorized Representative in the United States

Name: Timothy Shelhamer

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