

NXP Semiconductors N.V.  
Form SC 14D9/A  
February 16, 2018

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

---

AMENDMENT NO. 5  
to  
SCHEDULE 14D-9  
(RULE 14d-101)  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

---

NXP Semiconductors N.V.  
(Name of Subject Company)

---

Elliott Associates, L.P.  
Elliott International, L.P.  
Paul E. Singer  
Elliott Capital Advisors, L.P.  
Elliott Special GP, LLC  
Braxton Associates, Inc.  
Elliott Asset Management LLC  
Elliott International Capital Advisors Inc.  
Hambledon, Inc.  
Elliott Management Corporation  
The Liverpool Limited Partnership  
Liverpool Associates Ltd.  
Elliott Advisors (UK) Limited  
Manchester Securities Corp.  
(Name of Person(s) Filing Statement)

---

Common Shares, par value EUR 0.20 per share  
(Title of Class of Securities)  
N6596X109  
(CUSIP Number of Class of Securities)  
Richard M. Brand, Esq.  
Braden K. McCurrach, Esq.  
Cadwalader, Wickersham & Taft LLP  
200 Liberty Street  
New York, New York 10281

(212) 504-6000

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

---

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

---

This Amendment No. 5 (“Amendment No. 5”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC by the undersigned on December 11, 2017 (together with any subsequent amendments and supplements thereto, the “Schedule 14D-9”). The Schedule 14D-9 relates to the Tender Offer by Qualcomm River Holdings B.V., a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) organized under the laws of The Netherlands (the “Purchaser”), a wholly owned subsidiary of QUALCOMM Incorporated, a Delaware corporation, as disclosed in the Tender Offer Statement on Schedule TO, filed by the Purchaser with the SEC on November 18, 2016, to purchase all outstanding common shares, par value €0.20 per share (the “Shares”), of NXP Semiconductors N.V., a public limited liability company (naamloze vennootschap) organized under the laws of The Netherlands (“NXP”), at a price of \$110.00 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash, upon the terms and conditions set forth in the Purchaser’s Offer to Purchase dated November 18, 2016, and in the related Letter of Transmittal.

The information in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is incorporated in this Amendment No. 5 by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein. Capitalized terms used herein and not defined shall have the meaning ascribed to such terms in the Schedule 14D-9.

Item 4. The Solicitation or Recommendation.

Item 4 is hereby amended to add the following:

On February 16, 2018, the Filing Persons issued a press release and an investor presentation reaffirming their views on the valuation of NXP, copies of which are filed as Exhibit 11 and Exhibit 12, respectively, and are incorporated by reference herein.

Item 9. Exhibits.

Item 9 is hereby amended to add the following:

- 11 Press Release, dated February 16, 2018
  - 12 Investor Presentation, dated February 16, 2018
-

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.

Dated: February 16, 2018

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

By: /s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT CAPITAL ADVISORS, L.P.

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT SPECIAL GP,  
LLC

By: /s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

BRAXTON ASSOCIATES  
INC.

By: /s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT ASSET  
MANAGEMENT LLC

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

ELLIOTT  
INTERNATIONAL  
CAPITAL ADVISORS  
INC.

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

HAMBLEDON, INC.

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

ELLIOTT MANAGEMENT  
CORPORATION

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

THE LIVERPOOL LIMITED PARTNERSHIP

By: Liverpool Associates, Ltd., as General Partner

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

LIVERPOOL  
ASSOCIATES LTD.

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

MANCHESTER  
SECURITIES CORP.

By: /s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

---

ELLIOTT ADVISORS  
(UK) LIMITED

By: /s/ Gordon Singer  
Name: Gordon Singer  
Title: Director

/s/ Paul E. Singer  
Paul E. Singer

---