

NXP Semiconductors N.V.  
Form F-4/A  
May 29, 2015  
Table of Contents

As filed with the Securities and Exchange Commission on May 28, 2015

Registration No. 333-203192

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

**AMENDMENT NO. 2**  
**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)

The Netherlands

3674

Not Applicable

Edgar Filing: NXP Semiconductors N.V. - Form F-4/A

(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**

## Edgar Filing: NXP Semiconductors N.V. - Form F-4/A

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.**

---

**Table of Contents**

**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 28, 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 30% of the NXP ordinary shares outstanding immediately after the merger, based on the number of NXP ordinary shares outstanding as of May 15, 2015. 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.**

## **Table of Contents**

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.

**Table of Contents**

**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.

## **Table of Contents**

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, 26<sup>th</sup> 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*

---

**Table of Contents**

**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

## Table of Contents

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 May 27, 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, 26<sup>th</sup> 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*

**Table of Contents**

**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, 26<sup>th</sup> Floor  
Jersey City, NJ 07310  
Shareholders Call Toll Free: (888) 680-1529  
International Callers: (781) 575-2137**

**Georgeson Inc.  
480 Washington Boulevard, 26<sup>th</sup> 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.**

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<b><u>QUESTIONS AND ANSWERS</u></b>	<b>1</b>
<b><u>SUMMARY</u></b>	<b>9</b>
<u>The Parties</u>	9
<u>The Merger</u>	9
<u>Effects of the Merger</u>	10
<u>NXP Special Meeting</u>	10
<u>Freescale Special Meeting</u>	12
<u>Recommendation of the NXP Board and Reasons for the Merger</u>	13
<u>Recommendation of the Freescale Board and Reasons for the Merger</u>	13
<u>Opinion of NXP's Financial Advisor</u>	13
<u>Opinion of Freescale's Financial Advisor</u>	13
<u>Interests of Certain Freescale Persons in the Merger</u>	14
<u>Debt Financing</u>	15
<u>Board of Directors and Management of the Combined Company Following Completion of the Merger</u>	15
<u>Certain U.S. Federal Income and Other Tax Consequences of the Merger</u>	16
<u>Accounting Treatment of the Merger</u>	16
<u>Regulatory Approvals Required to Complete the Merger</u>	16
<u>Treatment of Freescale Equity Awards</u>	16
<u>Listing of NXP Ordinary Shares; Delisting of Freescale Common Shares</u>	17
<u>Dissenters' Rights of Appraisal</u>	17
<u>Litigation Related to the Merger</u>	17
<u>No Solicitation by Freescale of Freescale Acquisition Proposals</u>	17
<u>Conditions to the Completion of the Merger</u>	17
<u>Termination of the Merger Agreement</u>	19
<u>Termination Fees Relating to the Merger</u>	20
<u>Expenses Relating to the Merger</u>	20
<u>Comparison of Rights of Shareholders of NXP and Freescale</u>	20
<u>Selected Historical Consolidated Financial Data of NXP</u>	21
<u>Selected Historical Consolidated Financial Data of Freescale</u>	23
<u>Selected Unaudited Pro Forma Condensed Combined Financial Information</u>	25
<u>Unaudited Comparative Per Share Information</u>	25
<u>Comparative Share Price Data and Dividends</u>	26
<u>Recent Developments</u>	27
<u>Cautionary Statements Regarding Forward-Looking Statements</u>	28
<b><u>RISK FACTORS</u></b>	<b>29</b>
<b><u>INFORMATION ABOUT NXP</u></b>	<b>38</b>
<u>NXP Semiconductors N.V.</u>	38
<u>Nimble Acquisition Limited</u>	38
<b><u>INFORMATION ABOUT FREESCALE</u></b>	<b>39</b>
<u>Freescale Semiconductor, Ltd.</u>	39
<b><u>NXP SPECIAL MEETING</u></b>	<b>40</b>
<u>General</u>	40
<u>Date, Time and Place of the NXP Special Meeting</u>	40

**Table of Contents**

	<b>Page</b>
<u>Purposes of the NXP Special Meeting</u>	40
<u>Recommendation of the NXP Board</u>	41
<u>Attendance at the NXP Special Meeting</u>	41
<u>Record Date</u>	42
<u>Issued and Outstanding NXP Ordinary Shares</u>	42
<u>NXP's Directors and Executive Officers and Ownership and Voting of NXP Ordinary Shares</u>	42
<u>Quorum</u>	42
<u>Vote Required</u>	42
<u>How To Vote</u>	43
<u>Voting Instructions and Revocation</u>	43
<u>Solicitation of Proxies</u>	43
<u>Questions and Additional Information</u>	43
<b><u>FREESCALE SPECIAL MEETING</u></b>	<b>44</b>
<u>General</u>	44
<u>Date, Time and Place of the Freescale Special Meeting</u>	44
<u>Purposes of the Freescale Special Meeting</u>	44
<u>Recommendation of the Freescale Board</u>	44
<u>Attendance at the Freescale Special Meeting</u>	45
<u>Record Date</u>	46
<u>Issued and Outstanding Freescale Common Shares</u>	46
<u>Freescale's Directors and Executive Officers and Ownership and Voting of Freescale Common Shares</u>	46
<u>Quorum</u>	46
<u>Vote Required</u>	47
<u>How To Vote</u>	47
<u>Proxies and Revocation</u>	48
<u>Solicitation of Proxies</u>	49
<u>Adjournments</u>	49
<u>Questions and Additional Information</u>	49
<b><u>THE MERGER</u></b>	<b>50</b>
<u>Effects of the Merger</u>	50
<u>Background of the Merger</u>	50
<u>Recommendation of the NXP Board and Reasons for the Merger</u>	57
<u>Recommendation of the Freescale Board and Reasons for the Merger</u>	61
<u>Certain Financial Projections Utilized by the NXP Board and NXP's Financial Advisor</u>	65
<u>Certain Financial Projections Utilized by the Freescale Board and Freescale's Financial Advisor</u>	66
<u>Important Information About the Unaudited Financial Projections</u>	70
<u>Opinion of NXP's Financial Advisor</u>	71
<u>Opinion of Freescale's Financial Advisor</u>	80
<u>Interests of Certain Freescale Persons in the Merger</u>	90
<u>Board of Directors and Management of the Combined Company Following Completion of the Merger</u>	98
<u>Certain U.S. Federal Income Tax Consequences of the Merger</u>	98
<u>Material Dutch Tax Consequences</u>	100
<u>Certain Bermuda Tax Consequences of the Merger</u>	106
<u>Accounting Treatment of the Merger</u>	106
<u>Regulatory Approvals Required to Complete the Merger</u>	106
<u>Treatment of Freescale Equity Awards</u>	107
<u>Dividend Policy</u>	107

**Table of Contents**

	<b>Page</b>
<u>Listing of NXP Ordinary Shares; Delisting of Freescale Common Shares</u>	108
<u>Dissenters' Rights of Appraisal</u>	108
<u>Litigation Related to the Merger</u>	109
<u>THE MERGER AGREEMENT</u>	110
<u>THE SUPPORT AGREEMENT</u>	138
<u>THE SHAREHOLDERS AGREEMENTS</u>	141
<u>DEBT FINANCING</u>	142
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	145
<u>DESCRIPTION OF NXP ORDINARY SHARES</u>	161
<u>COMPARISON OF RIGHTS OF SHAREHOLDERS OF NXP AND FREESCALE</u>	165
<u>LEGAL MATTERS</u>	188
<u>EXPERTS</u>	189
<u>NXP</u>	189
<u>Freescale</u>	189
<u>SHAREHOLDER PROPOSALS</u>	190
<u>NXP</u>	190
<u>Freescale</u>	190
<u>HOUSEHOLDING OF JOINT PROXY STATEMENT/PROSPECTUS</u>	192
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	193
<u>Annex A Agreement and Plan of Merger</u>	A-1
<u>Annex B Credit Suisse Securities (USA) LLC Opinion</u>	B-1
<u>Annex C Morgan Stanley &amp; Co. LLC Opinion</u>	C-1

**Table of Contents**

**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: