

NXP Semiconductors N.V.
 Form 424B7
 March 11, 2013
Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered	Proposed maximum offering price per unit⁽¹⁾	Proposed maximum aggregate offering price⁽¹⁾	Amount of Registration Fee⁽²⁾
Shares of common stock, par value 0.20	25,000,000	\$ 31.275	\$ 781,875,000	\$ 106,647.75

(1) Estimated solely for purposes of calculating the amount of the registration fee. In accordance with Rule 457(c) and Rule 457(r) of the Securities Act of 1933, as amended, the price shown is the average of the high and low selling prices of the shares of common stock on March 8, 2013, as reported on the NASDAQ Global Select Market.

(2) The registrant deposited the registration fee by wire transfer of same-day funds to the Securities and Exchange Commission's account at US Bank on March 11, 2013.

Table of Contents

**File Pursuant to Rule 424(b)(7)
Registration No. 333-176435**

Supplement to Prospectus dated August 23, 2011.

25,000,000 Shares

Common Stock

This is an offering of 25,000,000 shares of common stock of NXP Semiconductors N.V. by the selling stockholders named in this prospectus supplement (such stockholders, including entities affiliated with directors of our company and with members of our senior management, the Selling Stockholders). See Selling Stockholders. We will not receive any proceeds from the sale of shares of common stock by the Selling Stockholders.

Our common stock is listed on the NASDAQ Global Select Market under the symbol NXPI. On March 6, 2013, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$32.19 per share.

*Investing in shares of our common stock involves risks. See **Risk Factors** beginning on page S-12 of this prospectus supplement, **Risk Factors** beginning on page 5 of the accompanying prospectus, and **Risk Factors** in our Annual Report on Form 20-F for the fiscal year ended December 31, 2012 (which document is incorporated by reference herein) and our financial statements and related notes, in order to read about factors you should consider before making a decision to invest in our common stock.*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters have agreed to purchase the shares of common stock from the Selling Stockholders, subject to the terms and conditions in the underwriting agreement among the underwriters, the Selling Stockholders and us, at a price equal to \$31.40 per share, which will result in \$785 million of proceeds to the Selling Stockholders before expenses. The underwriters may offer the shares of common stock from time to time for sale in one or more negotiated transactions or otherwise, at market prices prevailing at the time of the sale, at prices related to the market prices at the time of the sale or at negotiated prices. See Underwriting.

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The underwriters expect to deliver the shares of common stock through the facilities of the Depository Trust Company against payment thereof on or about March 13, 2013.

Joint Book-Running Managers

BofA Merrill Lynch

Credit Suisse

Prospectus Supplement dated March 7, 2013.

Table of Contents**TABLE OF CONTENTS****Prospectus Supplement**

	Page
<u>About This Prospectus Supplement</u>	ii
<u>Incorporation of Certain Documents by Reference</u>	iii
<u>Special Note Regarding Forward-Looking Statements</u>	iv
<u>Prospectus Supplement Summary</u>	S-1
<u>Risk Factors</u>	S-12
<u>Use of Proceeds</u>	S-17
<u>Common Stock Price Range</u>	S-18
<u>Dividend Policy</u>	S-19
<u>Capitalization</u>	S-20
<u>Selling Stockholders</u>	S-21
<u>Exchange Rate Information</u>	S-24
<u>Material Tax Considerations</u>	S-25
<u>Underwriting</u>	S-32
<u>Legal Matters</u>	S-37
<u>Experts</u>	S-38
<u>Where You Can Find More Information</u>	S-39

Prospectus

	Page
<u>About This Prospectus</u>	1
<u>Special Note Regarding Forward-Looking Statements</u>	2
<u>Our Company</u>	3
<u>Ratio of Earnings to Fixed Charges</u>	4
<u>Risk Factors</u>	5
<u>Enforceability of Civil Liabilities</u>	6
<u>Use of Proceeds</u>	7
<u>Selling Stockholders</u>	8
<u>Description of Capital Stock</u>	9
<u>Description of Debt Securities</u>	12
<u>Plan of Distribution</u>	23
<u>Legal Matters</u>	25
<u>Experts</u>	26
<u>Where You Can Find More Information</u>	27
<u>Incorporation of Certain Documents by Reference</u>	28

We have not and the underwriters have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference herein or in any free writing prospectuses prepared by us or on behalf of us to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement is an offer to sell only the shares of common stock offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement is current only as of its date. Our business, financial condition, results of operation and prospects may have changed since that date.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts, a prospectus supplement and an accompanying prospectus dated August 23, 2011. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC, utilizing the SEC's shelf registration process. The prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Generally, when we refer to this document, we are referring to both parts of this document combined. Both this prospectus supplement and the accompanying prospectus include important information about us, our shares of common stock and other information you should know before investing in our common stock. The accompanying prospectus gives more general information, some of which may not apply to the shares of common stock offered by this prospectus supplement and the accompanying prospectus. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information contained in this prospectus supplement differs or varies from the information contained in a document we have incorporated by reference, you should rely on the information in the more recent document.

Before you invest in our common stock, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading "Incorporation by Reference."

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the shares of common stock in certain jurisdictions may be restricted by law. We are not making an offer of the common stock in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the common stock. We are not making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, references to "NXP," the "Company," "we," "us" and "our" refer to NXP Semiconductors N.V. and its subsidiaries. References to the "IPO" refer to our initial public offering on the NASDAQ Global Select Market on August 5, 2010 of 34,000,000 shares of our common stock. References to the "Selling Stockholders" refer to the Selling Stockholders listed in the table under the caption "Selling Stockholders" in this prospectus supplement.

Table of Contents

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Certain important business and financial information about us is not included in this prospectus supplement but has been incorporated by reference. This means that we can disclose important information to you by referring you to another document filed or furnished with the SEC. The information incorporated by reference is considered to be part of this prospectus supplement and information that we file or furnish in the future with the SEC will, to the extent it is incorporated by reference herein, automatically update and supersede, as appropriate, this information.

This prospectus supplement incorporates by reference the document listed below that we have previously filed with the SEC:

Our Annual Report on Form 20-F for the fiscal year ended December 31, 2012, filed with the SEC on March 1, 2013 (our 2012 Annual Report).

We also incorporate by reference all documents that we file or furnish with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) after the date of this prospectus supplement from their respective dates of filing or furnishing, as the case may be, so long as any future reports on Form 6-K that we furnish to the SEC identify that they are incorporated by reference into the Registration Statement of which this prospectus supplement and the accompanying prospectus form part and until all the shares of the common stock to which this prospectus supplement relates are sold or the offering is otherwise terminated.

We will provide without charge to each person, including any beneficial owners, to whom a prospectus supplement is delivered, upon written or oral request, a copy of any or all the documents and reports described above and incorporated by reference into this prospectus supplement (other than exhibits to such documents, unless such documents are specifically incorporated by reference). Any such request may be made by writing or by telephoning us at the following address or phone number:

NXP Semiconductors N.V.

Attn: Legal Department

High Tech Campus 60

5656 AG Eindhoven

The Netherlands

Telephone: +31 40 2729233

Attn: Investor Relations, Mr. Jeff Palmer

411 E. Plumeria Drive

San Jose CA 95134

USA

Telephone: +1 408 518 5411

The documents incorporated by reference into this prospectus supplement can also be requested through, and are available in, the Investors section of our website, which is located at www.nxp.com. The reference to our website address does not constitute incorporation by reference of the information contained in our website. We have not authorized anyone else to provide you with different information.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information presented in, or incorporated by reference into, this prospectus supplement includes forward-looking statements. When used in, or incorporated by reference into, this document, the words anticipate, believe, estimate, forecast, expect, intend, plan and project and other similar expressions, as they relate to us, our management or third parties, identify forward-looking statements. Forward-looking statements include statements regarding our business strategy, financial condition, results of operations and market data, as well as any other statements that are not historical facts. These statements reflect beliefs of our management, as well as assumptions made by our management and information currently available to us. Although we believe that these beliefs and assumptions are reasonable, these statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties expressly qualify all subsequent oral and written forward-looking statements attributable to us or persons acting on our behalf and include, in addition to those listed under Risk Factors and those included elsewhere in, or incorporated by reference into, this prospectus, the following:

market demand and semiconductor industry conditions;

our ability to successfully introduce new technologies and products;

the demand for the goods into which our products are incorporated;

our ability to generate sufficient cash, raise sufficient capital or refinance our debt at or before maturity to meet both our debt service and research and development and capital investment requirements;

our ability to accurately estimate demand and match our production capacity accordingly;

our ability to obtain supplies from third-party producers;

our access to production from third-party outsourcing partners, and any events that might affect their business or our relationship with them;

our ability to secure adequate and timely supply of equipment and materials from suppliers;

our ability to avoid operational problems and product defects and, if such issues were to arise, to rectify them quickly;

our ability to form strategic partnerships and joint ventures and successfully cooperate with our alliance partners;

our ability to win competitive bid selection processes;

our ability to develop products for use in our customers' equipment and products;

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our ability to successfully hire and retain key management and senior product engineers; and

our ability to maintain good relationships with our suppliers.

In addition, this prospectus supplement contains or incorporates by reference information concerning the semiconductor industry and our market and business segments generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry and our market and business segments will develop. We have based these assumptions on information currently available to us, including through the market research and industry reports referred to in this prospectus supplement. Although we believe that this information is reliable, we have not independently verified and cannot guarantee its accuracy or completeness. If any one or more of these assumptions turn out to be incorrect, actual market results may differ from those predicted. While we do not know what impact any such differences may have on our business, if there are such differences, they could have a material adverse effect on our future results of operations and financial condition, and the trading price of our common stock.

These and other factors are discussed in more detail under **Risk Factors** and elsewhere in our 2012 Annual Report, which is incorporated by reference herein. We do not assume any obligation to update any forward-looking statements and disclaim any obligation to update our view of any risks or uncertainties described or incorporated by reference herein or to publicly announce the result of any revisions to the forward-looking statements made in, or incorporated by reference into, this prospectus supplement, except as required by law.

Table of Contents**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus. The information set forth in this summary does not contain all of the information that you should consider before investing in shares of our common stock. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the factors described or referred to under the heading *Risk Factors* herein and in our 2012 Annual Report, as well as the financial statements and related notes and other information incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. This summary contains forward-looking statements that contain risks and uncertainties. Our actual results may differ significantly from future results as a result of factors such as those set forth in *Risk Factors* and *Forward-Looking Statements*.*

Our Company

We are a global semiconductor company and a long-standing supplier in the industry, with over 50 years of innovation and operating history. We provide leading High-Performance Mixed-Signal and Standard Products solutions that leverage our deep application insight and our technology and manufacturing expertise in radio frequency, analog, power management, interface, security and digital processing products. Our product solutions are used in a wide range of automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing applications. We engage with leading original equipment manufacturers (*OEM s*) worldwide. For the year ended December 31, 2012, 62% of our revenue was derived from Asia Pacific (excluding Japan). Since our separation from Koninklijke Philips Electronics N.V. (*Philips*) in 2006, we have significantly repositioned our business to focus on High-Performance Mixed-Signal solutions and implemented several restructuring initiatives, including between 2008 and 2011 a redesign program (the *Redesign Program*), aimed at achieving a world-class cost structure and processes. As of December 31, 2012, we had approximately 25,300 full-time equivalent employees located in more than 25 countries, with research and development activities in Asia, Europe and the U.S., and manufacturing facilities in Asia and Europe.

The NXP Solution

We design and manufacture High-Performance Mixed-Signal semiconductor solutions to meet the challenging requirements of systems and sub-systems in our target markets. High-Performance Mixed-Signal solutions are an optimized mix of analog and digital functionality integrated into a system or sub-system. These solutions are fine-tuned to meet the specific performance, cost, power, size and quality requirements of applications. High-Performance Mixed-Signal solutions alleviate the need for OEMs to possess substantial system, sub-system and component-level design expertise required to integrate discrete components into an advanced fully functional system. We have what we believe is an increasingly uncommon combination of capabilities our broad range of analog and digital technologies, application insights and world-class process technology and manufacturing capabilities to provide our customers with differentiated solutions that serve their critical requirements. Customers often engage with us early, which allows us to hone our understanding of their application requirements and future product roadmaps and to become an integral partner in their system design process. Within our High-Performance Mixed-Signal segment we have four business units; a business unit focusing on solutions for portable and computing, a business unit focusing on solutions for industrial and infrastructure, a business unit focusing on solutions for automotive and a business unit focusing on solutions for identification.

Our Strengths

We believe we have a number of strengths that create the opportunity for us to be a leader in our target markets. Some of these strengths include:

Market-leading products. For the year ended December 31, 2012, approximately 83% of our High-Performance Mixed-Signal sales and 73% of our Standard Products sales were generated by products for which we held a top three market position based on product sales.

Strong intellectual property portfolio. We have an extensive intellectual property portfolio of approximately 10,000 issued and pending patents covering the key technologies used in our target application areas.

Table of Contents

Deep applications expertise. We have built, and continue to build, through our relationships with leading OEMs and through internal development efforts in our advanced systems lab, deep insight into the component requirements and architectural challenges of electronic system solutions in our target end-market applications, thereby enhancing our engagement in our customers' product platforms. The fact that we have dedicated business units within our High-Performance Mixed-Signal segment underlines this.

Strong, well-established customer relationships. We have strong, well-established relationships with almost every major automotive, identification, mobile handset, consumer electronics, mobile base station and lighting supplier in the world. Some of our top OEM customers, in terms of revenue, include Apple, Bosch, Continental Automotive, Giesecke/Devrient, Ericsson, Harman/Becker, Huawei, Nokia, Nokia Siemens Networks, Oberthur, Panasonic, Philips, Samsung, Sony, Visteon and ZTE. We also serve customers through our distribution partners.

Differentiated process technologies and competitive manufacturing. We focus our internal and joint venture wafer manufacturing operations on running a portfolio of proprietary specialty process technologies that enable us to differentiate our products on key performance features. By concentrating our manufacturing activities in Asia and by significantly streamlining our operations through our Redesign Program, we believe we have a competitive manufacturing base.

NXP Repositioning and Redesign

Since our separation from Philips in 2006, we have significantly repositioned our business and market strategy. Further, between 2008 and 2011, we executed our Redesign Program to better align our costs with our more focused business scope, and in November 2012 we announced the introduction of an operating expenses (OPEX) reduction program focusing specifically on selling, general and administrative expenses and aimed at finding ways to run our company more efficiently in our cyclical industry. Key elements of our repositioning and redesign are:

Our Repositioning

New leadership team. Nine of the twelve members of our executive management team have been recruited from outside NXP. Prior to joining NXP, our chief executive officer, Rick Clemmer, and chief financial officer, Peter Kelly, played leading roles in a program that significantly enhanced the performance of Agere Systems Inc. (Agere). Ruediger Stroh, our executive vice president and general manager High-Performance Mixed-Signal identification, joined us from LSI Corporation and previously Agere, where he helped to turn around the hard disk-drive business. Alexander Everke, our executive vice president and general manager High-Performance Mixed-Signal industrial and infrastructure came to us from Infineon Technologies AG (Infineon), where he led the global sales organization and helped to restructure the company's go-to-market model. Dave French, our executive vice president and general manager of High-Performance Mixed-Signal portable and computing, joined in April 2012 with more than 30 years' experience in the semiconductor industry, having served as president and CEO of Cirrus Logic. Loh Kin Wah, our executive vice president of sales, was previously President and CEO of Qimonda AG, and prior to that responsible for the Communication Business Group and subsequently the Memories Product Group at Infineon. Chris Belden, our executive vice president Operations, implemented the manufacturing redesign program of Freescale Semiconductor, Inc. (Freescale), formerly part of Motorola, Inc., between 2002 and 2005. Sean Hunkler, executive vice president of our operations, sharing responsibility with Mr. Belden for managing our operations, joined in July 2012 with more than 28 years of experience in the semiconductor and materials industries in the U.S. and Asia, including leading roles in internal and external manufacturing operations for MEMC Electronic Materials, Inc. and Freescale.

Focus on High-Performance Mixed-Signal solutions. We have implemented our strategy of focusing on High-Performance Mixed-Signal solutions because we believe it to be an attractive market in terms of growth, barriers to entry, relative market share, relative business and pricing stability, and capital intensity. Several transactions have been core to our strategic realignment and focus on High-Performance Mixed-Signal: in September 2007, we divested our cordless phone system-on-chip business to DSP Group, Inc.; in July 2008, we contributed our wireless activities to the ST-NXP Wireless joint venture (our stake in which was subsequently sold, with the business being renamed ST-Ericsson); and in February 2010, we merged our television systems and set-top box business with Trident Microsystems,

Table of Contents

Inc. (Trident). Our primary motivations for exiting the system-on-chip markets for wireless activities and consumer applications were the significant research and development investment requirements and high customer concentration inherent in these markets. In addition, we sold two non-semiconductor component businesses. In July 2011, we sold our Sound Solutions business (formerly included in our Standard Products segment), which makes mobile speakers and receivers, to Knowles Electronics, an affiliate of Dover Corporation. This has enabled us to significantly increase our research and development investments in the High-Performance Mixed-Signal applications on which we focus. To further strengthen our High Performance Mixed Signal position, we have made a number of acquisitions in recent years, such as the acquisition on July 21, 2010 of Jennic Ltd., a developer of low power RF solutions for wireless applications. On April 12, 2012 we acquired Catena Holding B.V., a design and IP company, specialized in radio frequency communication, analog, mixed signal and digital signal processing.

New customer engagement strategy. We have implemented a new approach to serving our customers and have invested significant additional resources in our sales and marketing organizations. We have created application marketing teams that focus on delivering solutions that include as many suitable NXP components as possible in their system reference designs, which helps us achieve greater cross-selling between our various product lines, while helping our customers accelerate their time to market. With the increased number of application engineers and our applications marketing approach, we are able to engage with more design locations ranging from our largest, highest volume customers to the mid-size customers who typically have lower volumes but more attractive margins.

Our Redesign

Streamlined cost structure. As a result of our Redesign Program, we have achieved between 2008 and 2011 manufacturing and operating cost savings through a combination of headcount reductions, factory closings and restructuring of our IT infrastructure.

Leaner manufacturing base. As a part of our Redesign Program, we have significantly reduced our overall manufacturing footprint, particularly in high-cost geographies. Our current manufacturing strategy focuses on capabilities that differentiate NXP in terms of product features, process capabilities, cost, supply chain and quality. Accordingly, we have closed or sold a number of facilities, including but not limited to, the sale of our wafer factory in Caen, France in June 2009, the closure of our production facility in Fishkill, New York in July 2009, the closure of part of our front-end manufacturing in Hamburg, Germany in January 2010, and the closure of our ICN5 facility in Nijmegen, the Netherlands at the end of 2010. As a result, we have reduced the number of our front-end manufacturing facilities from fourteen at the time of our separation from Philips in 2006 to six by the end of 2012. Also, during the fourth quarter of 2011 we took steps for the future closure of the ICN4 and ICN6 wafer fabs in Nijmegen, the Netherlands.

Operating Expenses (OPEX) Reduction Program. We are currently working towards optimizing future business growth from a sustainable foundation. In November 2012, we announced the introduction of our OPEX Reduction Program, focusing specifically on Selling, General and Administrative expenses and aimed at finding ways to run our company more efficiently in our cyclical industry. The objective of the OPEX Reduction Program is to bring these expenditures down to 12% of our revenue, meaning around two percentage points lower for the fiscal year ended December 31, 2013, compared to 2012.

Our Strategy

Our strategy is to be the leading provider of High-Performance Mixed-Signal solutions, supported by a strong Standard Products business, addressing our priority application areas. Key elements of this strategy are:

Extend our leadership in High-Performance Mixed-Signal markets. We intend to leverage our industry-leading RF, analog, power management, interface, security and digital processing technologies and capabilities to extend our leadership positions in providing High-Performance Mixed-Signal solutions for automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing applications. Based on a combination of external and internal sources, we estimate that the consolidated market size of these addressed High-Performance Mixed-Signal markets was \$17 billion as of December 31, 2012.

Table of Contents

Focus on significant, fast growing opportunities. We are focused on providing solutions that address the macro trends of energy efficiency, mobility and connected mobile devices, security and healthcare, as well as rapid growth opportunities in emerging markets given our increasing market share in Asia Pacific (excluding Japan), which represented 62% of our revenue for the year ended December 31, 2012.

Deepen relationships with our key customers through our application marketing efforts. We intend to increase our market share by focusing on and deepening our customer relationships, further growing the number of our field application engineers at our customers' sites and increasing product development work we conduct jointly with our lead customers. We have dedicated business units within our High-Performance Mixed-Signal segment to help cultivate key customer relationships.

Expand gross and operating margins. We continue to actively consider operational improvement programs aimed at accelerating revenue growth, expanding gross margins and improving overall profitability through better operational execution and streamlining of our cost structure.

Recent Developments

Private Offering of 5.75% Senior Notes due 2023

On March 5, 2013, we announced the pricing of a private offering by our wholly-owned subsidiaries NXP B.V. and NXP Funding LLC of \$500 million aggregate principal amount of U.S. dollar-denominated 5.75% senior notes due 2023 (the 2023 Unsecured Notes). This offering is expected to close on March 12, 2013. We intend to use the net proceeds of this offering to repay amounts outstanding under the joinder and amendment agreement to the secured term credit agreement that we entered into on February 16, 2012 (the 2019 Term Loan).

Private Offering of 5.75% Senior Notes due 2021 and Repayment of Second 2017 Term Loan

On February 14, 2013, our wholly-owned subsidiaries NXP B.V. and NXP Funding LLC issued \$500 million aggregate principal amount of U.S. dollar-denominated 5.75% senior notes due 2021 (the 2021 Unsecured Notes) and, together with the 2023 Unsecured Notes, the Unsecured Notes) in a private offering. On March 4, 2013, the proceeds of the offering, together with cash on hand, were used to repay \$493.75 million principal amount outstanding under our joinder and amendment agreement dated November 18, 2011 (the Second 2017 Term Loan) to the secured term credit agreement that we entered into on March 4, 2011 (the First 2017 Term Loan) and, together with the Second 2017 Term Loan, the 2017 Term Loans).

Secondary Offering of Shares of Common Stock

On February 7, 2013, we closed a secondary offering of 30,000,000 shares of common stock by certain of our principal stockholders, pursuant to our shelf registration statement on Form F-3, at a price to the public of \$30.35 per share. Subsequent to the closing, funds advised by Kohlberg Kravis Roberts & Co. L.P. (KKR), Bain Capital Partners, LLC (Bain), Silver Lake Technology Management, L.L.C. (Silver Lake), Apax Partners LLP (Apax) and AlpInvest Partners B.V. (AlpInvest), and, collectively, the Private Equity Consortium) together control 42% of our shares of common stock. We did not receive any proceeds from the sale of the shares of common stock in the offering.

Management Change

Effective January 7, 2013, Hans Rijns and Dave French became jointly responsible for research and development. Mr. Rijns has been appointed chief technology officer and has combined that role with his current position of senior vice president and head of research. Mr. French has been appointed executive vice president of research and development in combination with his role as general manager of High-Performance Mixed-Signal portable and computing.

Table of Contents

COMPANY INFORMATION

We were incorporated in the Netherlands as a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the name KASLION Acquisition B.V. on August 2, 2006, in connection with the sale by Philips of 80.1% of its semiconductor business on September 29, 2006, to the Private Equity Consortium. For a list of the specific funds that hold our common stock and their respective share ownership, see *Selling Stockholders* elsewhere in this prospectus supplement. On May 21, 2010, we converted from a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) into a Dutch public company with limited liability (*naamloze vennootschap*) and changed our name from KASLION Acquisition B.V. to NXP Semiconductors N.V. On August 5, 2010, we made an initial public offering and listed on the NASDAQ Global Select Market.

We had one class of shares of common stock and an aggregate of 251,751,500 shares of common stock outstanding as of December 31, 2012, of which 25,000,000 are to be sold by the *Selling Stockholders* as part of this offering.

We are a holding company whose only material assets are the direct ownership of 100% of the shares of NXP B.V., a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*).

Our corporate seat is in Eindhoven, the Netherlands. Our principal executive office is at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands, and our telephone number is +31 40 2729233. Our website address is www.nxp.com. The information contained on our website or that can be accessed through our website neither constitutes part of this prospectus supplement nor is incorporated by reference herein.

Table of Contents**THE OFFERING**

The following summary of the offering contains basic information about the offering and the common stock and is not intended to be complete. It does not contain all the information that may be important to you. For a more complete understanding of the common stock, please refer to the section of the accompanying prospectus entitled "Description of Common Stock."

Common stock offered by the Selling Stockholders	25,000,000 shares of common stock, par value 0.20 per share.
Selling Stockholders	The Selling Stockholders include members of the Private Equity Consortium and PPTL Investment LP. Some of the Selling Stockholders are affiliated with directors of the Company, and with members of our senior management. See "Selling Stockholders."
Use of proceeds	We will not receive any proceeds from this sale of shares by the Selling Stockholders.
Dividend policy	Our ability to pay dividends on our common stock is limited by the covenants of our secured revolving credit agreement dated April 27, 2012 (the "Revolving Credit Agreement"), the First 2017 Term Loan, the 2019 Term Loan and the joinder agreement to the secured term credit agreement that we entered into on December 10, 2012 (the "2020 Term Loan" and, together with the First 2017 Term Loan and the 2019 Term Loan, the "Term Loans") and the indentures (collectively, the "Indentures") governing the terms of our euro-denominated floating rate senior secured notes due October 15, 2013 (the "Euro Floating Rate Secured Notes"), our U.S. dollar-denominated floating rate senior secured notes due October 15, 2013 (the "2013 Dollar Floating Rate Secured Notes"), our U.S. dollar-denominated floating rate senior secured notes due November 15, 2016 (the "2016 Dollar Floating Rate Secured Notes"), our U.S. dollar-denominated 3¼% senior secured notes due August 1, 2018 (the "Dollar Fixed Rate Secured Notes" and, together with the Euro Floating Rate Secured Notes, the 2013 Dollar Floating Rate Secured Notes, the 2016 Dollar Floating Rate Secured Notes and the Dollar Fixed Rate Secured Notes, the "Secured Notes"), our 2021 Unsecured Notes and our 2023 Unsecured Notes, which are expected to be issued on March 12, 2013, and may be further restricted by the terms of any future debt or preferred securities. As a result, we currently expect to retain future earnings for use in the operation and expansion of our business and the repayment of our debt and do not anticipate paying any cash dividends in the foreseeable future. See "Dividend Policy."
Risk factors	You should carefully read and consider the information set forth under "Risk Factors" herein, in the accompanying prospectus and in the documents incorporated by reference herein, including our 2012 Annual Report, before investing in our common stock.
NASDAQ Global Select Market symbol	NXPI

The number of shares of common stock that will be outstanding after this offering is calculated based on 251,751,500 shares outstanding as of December 31, 2012 and excludes:

26,024,330 shares of common stock underlying stock options outstanding as of December 31, 2012 of which 15,114,216 stock options at a weighted average exercise price of 25.14 (or \$33.16 based on the exchange rate as of December 31, 2012) per share and 10,910,114 stock options at a weighted average exercise price of \$19.12;

S-6

Table of Contents

5,708,597 shares of common stock underlying performance and restricted share units outstanding as of December 31, 2012; and

62,765 shares of common stock issuable upon the exercise of equity rights outstanding as of December 31, 2012.

RISK FACTORS

Elsewhere in this prospectus supplement, we have described several categories of risks that affect our business. These include risks specifically related to our business and industry, as well as a number of risks related to this offering that can affect your investment in the shares of our common stock. You should read the **Risk Factors** beginning on page S-12 of this prospectus supplement, beginning on page 5 of the accompanying prospectus, and in our 2012 Annual Report (which document is incorporated by reference herein) and our financial statements and related notes, for a more detailed explanation of these risks.

S-7

Table of Contents

CORPORATE STRUCTURE

The following chart reflects our corporate structure as of December 31, 2012, on an as adjusted basis, after giving effect to (i) the issuance of the 2021 Unsecured Notes, (ii) the repayment with the proceeds of the 2021 Unsecured Notes offering of \$493.75 million principal amount of the Second 2017 Term Loan, (iii) the issuance of the 2023 Unsecured Notes, which priced on March 5, 2013 and is expected to close on March 12, 2013, and (iv) the repayment with the proceeds of the 2023 Unsecured Notes of \$471.44 million principal amount of the 2019 Term Loan (collectively, items (i) through (iv) are referred to herein as the Refinancing Transactions).

- (1) Includes the Private Equity Consortium, as well as certain co-investors. Some of our private investors have recently sold part of their holdings of shares of our common stock, in accordance with the applicable securities law exemptions from registration.
- (2) As of December 31, 2012, stock options in respect of 26,024,330 shares of common stock were outstanding. Furthermore, as of December 31, 2012, we had an aggregate of 5,708,597 shares of common stock (issued as performance and restricted share units) outstanding under the Long Term Incentive Plan 2012, 2011 and 2010. In addition, 62,765 shares of common stock were issuable upon the exercise of equity rights that were outstanding as of December 31, 2012 under different employee incentive programs.
- (3) As of December 31, 2012, we had \$205 million aggregate principal amount of borrowings under the Revolving Credit Agreement.
- (4) On an as adjusted basis after giving effect to the Refinancing Transactions, as of December 31, 2012, we had \$991 million aggregate principal amount of borrowings under the Term Loans. See Recent Developments Private Offering of 5.75% Senior Notes due 2021 and Repayment of Second 2017 Term Loan and Recent Developments Private Offering of 5.75% Senior Notes due 2023.
- (5) As of December 31, 2012, \$1,284 million aggregate principal amount of Secured Notes was outstanding.
- (6) On February 14, 2013, our wholly-owned subsidiaries NXP B.V. and NXP Funding LLC issued \$500 million aggregate principal amount of 2021 Unsecured Notes in a private offering. See Recent Developments Private Offering of 5.75% Senior Notes due 2021 and Repayment of Second 2017 Term

Table of Contents

Loan. On March 5, 2013, we announced the pricing of a private offering by our wholly-owned subsidiaries NXP B.V. and NXP Funding LLC of \$500 million aggregate principal amount of 2023 Unsecured Notes. This offering is expected to close on March 12, 2013. See Recent Developments Private Offering of 5.75% Senior Notes due 2023.

S-9

Table of Contents**SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA**

The following table summarizes our historical consolidated financial data at the dates and for the periods indicated. The summary historical consolidated financial data as of and for the years ended December 31, 2010, 2011 and 2012, have been derived from our audited consolidated financial statements, incorporated by reference into this document. The results of operations for prior years are not necessarily indicative of the results to be expected for any future period. We prepare our financial statements in accordance with generally accepted accounting principles in the United States (U.S. GAAP). The summary historical consolidated financial data should be read in conjunction with the Operating and Financial Review and Prospects, in our 2012 Annual Report and the consolidated financial statements and accompanying notes incorporated by reference into this document.

	December 31, 2010	As of and for the years ended December 31, 2011	December 31, 2012
	(\$ in millions unless otherwise indicated)		
Consolidated Statements of Operations:			
Revenue	4,402	4,194	4,358
Cost of revenue	(2,579)	(2,288)	(2,370)
Gross Profit	1,823	1,906	1,988
Research and development	(568)	(635)	(628)
Selling, general and administrative ⁽¹⁾	(966)	(918)	(977)
Other income (expense)	(16)	4	29
Operating Income (Loss)	273	357	412
Financial income (expense):			
Extinguishment of debt	57	(32)	(161)
Other financial income (expense)	(685)	(225)	(276)
Income (Loss) Before Income Taxes	(355)	100	(25)
Provision for income taxes	(24)	(21)	(1)
Results relating to equity-accounted investees	(86)	(77)	(27)
Income (Loss) From Continuing Operations	(465)	2	(53)
Income on discontinued operations, net of tax	59	434	1
Net Income (Loss)	(406)	436	(52)
Net income (loss) attributable to non-controlling interests	50	46	63
Net income (loss) attributable to stockholders	(456)	390	(115)
Consolidated Statements of Cash Flows Data:			
Net cash provided by (used in):			
Operating activities	361	175	722
Investing activities	(269)	(202)	(243)
Financing activities	(157)	(926)	(574)
Earnings Per Share Data:⁽²⁾			
Basic and diluted earnings per share attributable to stockholders in \$:			
Income (loss) from continuing operations	(2.25)	(0.17)	(0.46)
Income (loss) from discontinued operations	0.26	1.74	
Net income (loss)	(1.99)	1.57	(0.46)
Weighted Average Number of Shares of Common Stock Outstanding During the Year (in thousands):			
Basic and diluted	229,280	248,812	248,064

Table of Contents

	December 31, 2010	As of and for the years ended December 31, 2011	December 31, 2012
	(\$ in millions unless otherwise indicated)		
Consolidated Balance Sheet Data:			
Cash and cash equivalents	898	743	617
Total assets	7,637	6,612	6,439
Net assets ⁽³⁾	1,219	1,357	1,284
Working capital ⁽⁴⁾	811	969	765
Total debt	4,551	3,799	3,492
Total stockholders' equity	986	1,145	1,049
Common stock	51	51	51

- (1) For the years ended December 31, 2010, 2011 and 2012, selling, general and administrative expenses consisted of selling expenses of, respectively, \$265 million, \$285 million and \$298 million, and other general and administrative expenses of, respectively, \$701 million, \$633 million and \$679 million.
- (2) Due to our net losses from continuing operations attributable to stockholders in the full year periods from 2010 to 2012, all potentially dilutive securities have been excluded from the calculation of diluted earnings per common share because their effect would be anti-dilutive. On February 29, 2008, through a multi-step transaction, the nominal value of the common shares was decreased from 1.00 to 0.01 and all preference shares were converted into common shares, resulting in an increase of outstanding common shares from 100 million to 4.3 billion. In addition, on August 2, 2010, we amended our articles of association in order to effect a 1-for-20 reverse stock split, decreasing the number of shares of common stock outstanding from approximately 4.3 billion to approximately 215 million and increasing the par value of the shares of common stock from 0.01 to 0.20. On August 10, 2010, we issued an additional 34 million shares, which we sold as part of our IPO on August 5, 2010. On November 2, 2010, we issued 1.5 million shares as part of our setting up of the Long Term Incentive Plan 2010. On May 1, 2011 we issued 1 million shares in order to facilitate the exercise of stock options under our employee share plan.
- (3) Net assets is calculated as total assets less current and non-current liabilities.
- (4) Working capital is calculated as current assets less current liabilities (excluding short-term debt).

Table of Contents

RISK FACTORS

An investment in our common stock involves risk. Before investing in our common stock, you should carefully consider the risks described below as well as other factors and information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors set forth in our 2012 Annual Report and our financial statements and related notes, all of which are incorporated by reference into this prospectus supplement and the accompanying prospectus. Any such risks could materially and adversely affect our business, financial condition, results of operations or liquidity. However, the selected risks described below and in our 2012 Annual Report are not the only risks facing us. Our business, financial condition, results of operations or liquidity could also be adversely affected by additional factors that apply to all companies generally, as well as other risks that are not currently known to us or that we currently view to be immaterial. While we attempt to mitigate known risks to the extent we believe to be practicable and reasonable, we can provide no assurance, and we make no representation, that our mitigation efforts will be successful. In such a case, the trading price of the common stock could decline and you may lose all or part of your investment in our company.

Risks Related to this Offering and Ownership of Our Common Stock

Our stock price may change significantly following the offering, and you could lose all or part of your investment as a result.

Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could affect the market price of our common stock in spite of our operating performance. In addition, our operating results could be below expectations of public market analysts and investors, and in response, the market price of our common stock could decrease significantly. You may not be able to resell your shares at or above the offering price due to a number of factors such as those listed in Risk Factors in our 2012 Annual Report and the following factors, some of which are beyond our control:

actual or anticipated variations in our quarterly or annual results of operations;

results of operations that vary from the expectations of securities analysts and investors;

results of operations that vary from those of our competitors;

changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;

speculation in the press or investment community;

announcements by us, our competitors or our vendors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments;

the passage of legislation or other regulatory developments affecting us or our industry;

additions or departures of key personnel;

changes in accounting principles;

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announcements by third parties of significant claims or proceedings against us;

increases in prices of raw materials for our products, fuel or our goods;

future sales of our common stock;

terrorist acts, acts of war or periods of widespread civil unrest;

natural disasters and other calamities; and

general domestic and international economic conditions.

Since March 5, 2012, the price of our common stock, as reported by NASDAQ, has ranged from a low of \$18.81 on June 4, 2012 to a high of \$32.80 on February 13, 2013. Furthermore, the stock market has experienced volatility, which in some cases has been unrelated or disproportionate to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance.

S-12

Table of Contents

In the past, following periods of market volatility, shareholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation.

Future sales of our shares could depress the market price of our common stock.

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market after this offer, or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Following the secondary offering of shares of our common stock by the Private Equity Consortium that closed on February 7, 2013 (see Recent Developments Secondary Offering of Shares of Common Stock), there were approximately 251,751,500 shares of our common stock outstanding, of which approximately 51% were freely tradable on the NASDAQ Global Select Market. The 25,000,000 shares of common stock sold in this offering will be freely tradable in the U.S. without restriction or further registration under the Securities Act of 1933, as amended, by persons other than our affiliates (within the meaning of Rule 144 under the Securities Act). After giving effect to this offering, approximately 61% of our shares of common stock will be freely tradable on the NASDAQ Global Select Market.

Following this offering the Private Equity Consortium and PPTL Investment LP will own 98,337,003 shares of our common stock. The Private Equity Consortium and PPTL Investment LP will be able to continue to sell their shares in the public market from time to time, although such sales may be subject to certain limitations on the timing, amount and method of those sales imposed by the SEC. The Private Equity Consortium, PPTL Investment LP and the underwriters have agreed to a lock up period, meaning that the Private Equity Consortium and PPTL Investment LP may not sell any of their shares without the prior consent of the underwriters for 45 days after the date of this offering and subject to certain exceptions. The Private Equity Consortium and PPTL Investment LP have the right to include their shares in future registration statements relating to our securities. If the Private Equity Consortium or PPTL Investment LP were to sell a large number of their shares, the market price of our stock could decline significantly. These shares may also be sold pursuant to Rule 144 under the Securities Act, depending on their holding period and subject to restrictions in the case of shares held by persons deemed to be our affiliates. In addition, the perception in the public markets that additional sales by the Private Equity Consortium or PPTL Investment LP might occur could also adversely affect the market price of our common stock.

In addition to the lock up period applicable to shares of our common stock held by the Private Equity Consortium and PPTL Investment LP, sales of our common stock held by certain of our directors (other than our independent non-executive directors) and certain of our executive officers are also restricted by the lock up agreements that certain of our directors (other than our independent non-executive directors) and certain of our executive officers have entered into with the underwriters. The lock up agreements restrict certain of our directors (other than our independent non-executive directors) and certain of our executive officers, subject to specified exceptions, from selling or otherwise disposing of any shares for a period of 45 days after the date of this prospectus without the prior consent of the underwriters, who may, however, in their sole discretion and without notice, release all or any portion of the shares from the restrictions in the lock up agreements.

As of December 31, 2012, 26,024,330 shares of common stock underlying stock options were outstanding. Furthermore, we have an aggregate of 5,708,597 shares of common stock outstanding as of December 31, 2012, issued as performance and restricted share units, under the Long Term Incentive Plan 2012, 2011 and 2010. In addition, 62,765 shares of common stock issuable upon the exercise of equity rights are outstanding as of December 31, 2012 under different employee incentive programs. On March 9, 2011, approximately 550,000 shares of common stock held by the management foundations were transferred to members of management and other executives in conversion for depository receipts for shares held by them. On the same date, approximately 200,004 shares of common stock held by the management foundations were transferred as restricted stock or performance related stock to participants in the Long-Term Incentive Plan 2010. The remaining approximately 1,299,996 shares of common stock held by the management foundations were purchased by the Company and were reserved for issuance under our stock option and equity incentive plans.

Your percentage ownership in us may be diluted by future issuances of capital stock, which could reduce your influence over matters on which stockholders vote.

In the future, we may issue additional shares of common stock in connection with acquisitions and other investments, as well as in connection with our current or any revised or new equity plans for management and other employees. The amount of our common stock issued in connection with any such transaction could

Table of Contents

constitute a material portion of our then outstanding common stock. If we issue all or any part of our authorized but unissued shares of our common stock, including shares issuable upon the exercise of options, or shares of our authorized but unissued preferred stock, your influence over matters on which stockholders vote would be reduced and the market price of our shares of common stock may decline. In the case of issuances of preferred stock, your interest in us would likely be subject to the prior rights of holders of that preferred stock.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the operation and expansion of our business and in the repayment of our debt. Accordingly, investors must rely on sales of their shares of common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

The Private Equity Consortium will continue to be able to influence or have control over us after this offering and this control limits your ability to influence our significant corporate transactions. The Private Equity Consortium may have conflicts of interest with other stakeholders, including our stockholders.

The Private Equity Consortium is able to influence or have control over us and, after this offering, will beneficially own 34% of our common stock. As a result, the Private Equity Consortium will continue to be able to influence or control matters requiring approval by our stockholders, including the election and removal of our directors, our corporate and management policies, potential mergers or acquisitions, payment of dividends, asset sales and other significant corporate transactions. We cannot assure you that the interests of the Private Equity Consortium will coincide with the interests of other holders of our common stock, particularly if we encounter financial difficulties or are unable to pay our debts when due. The concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of us and might ultimately affect the market price of our common stock. See Selling Stockholders.

United States civil liabilities may not be enforceable against us.

We are incorporated under the laws of the Netherlands and substantial portions of our assets are located outside of the United States. In addition, certain members of our board, our officers and certain experts named herein reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such other persons residing outside the United States, or to enforce outside the United States judgments obtained against such persons in U.S. courts in any action. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the U.S. laws.

There is no treaty between the United States and the Netherlands for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the U.S. federal securities laws, would not be enforceable in the Netherlands unless the underlying claim is re-litigated before a Dutch court. Under current practice however, a Dutch court will generally grant the same judgment without a review of the merits of the underlying claim if (i) that judgment resulted from legal proceedings compatible with Dutch notions of due process, (ii) that judgment does not contravene public policy of the Netherlands and (iii) the jurisdiction of the United States federal or state court has been based on internationally accepted principles of private international law. Based on the foregoing, there can be no assurance that U.S. investors will be able to enforce against us or members of our board of directors, officers or certain experts named herein who are residents of the Netherlands or countries other than the United States any judgments obtained in U.S. courts in civil and commercial matters.

In addition, there is doubt as to whether a Dutch court would impose civil liability on us, the members of our board of directors, our officers or certain experts named herein in an original action predicated solely upon the U.S. laws brought in a court of competent jurisdiction in the Netherlands against us or such members, officers or experts, respectively.

We are a Dutch public company with limited liability. The rights of our stockholders may be different from the rights of stockholders governed by the laws of U.S. jurisdictions.

We are a Dutch public company with limited liability (*naamloze vennootschap*). Our corporate affairs are governed by our articles of association and by the laws governing companies incorporated in the Netherlands.

Table of Contents

The rights of stockholders and the responsibilities of members of our board of directors may be different from the rights and obligations of stockholders in companies governed by the laws of U.S. jurisdictions. In the performance of its duties, our board of directors is required by Dutch law to consider the interests of our company, its stockholders, its employees and other stakeholders, in all cases with due observation of the principles of reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, your interests as a stockholder.

Our articles of association, Dutch corporate law and our current and future debt instruments contain provisions that may discourage a takeover attempt.

Provisions contained in our articles of association and the laws of the Netherlands, the country in which we are incorporated, could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. Provisions of our articles of association impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions.

Our general meeting of stockholders has empowered our board of directors to issue additional shares or to restrict or exclude pre-emptive rights on existing shares for a period of five years from August 2, 2010 until August 2, 2015. An issue of new shares may make it more difficult for a stockholder to obtain control over our general meeting.

In addition, our debt instruments contain, and future debt instruments may also contain, provisions that require prepayment or offers to prepay upon a change of control. These clauses may also discourage takeover attempts.

We are a foreign private issuer and, as a result, are not subject to U.S. proxy rules but are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. issuer.

We report under the Exchange Act, as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act and although we follow Dutch laws and regulations with regard to such matters, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. public companies, including: (i) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act (ii) the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time and (iii) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information, or current reports on Form 8-K, upon the occurrence of specified significant events. In addition, for fiscal years ending on or after December 15, 2011, foreign private issuers are required to file their annual report on Form 20-F by 120 days after the end of each fiscal year (for fiscal years ending before December 15, 2011, foreign private issuers are not required to file their annual report on Form 20-F until six months after the end of each fiscal year), while U.S. domestic issuers that are accelerated filers are required to file their annual report on Form 10-K within 75 days after the end of each fiscal year. Foreign private issuers are also exempt from the Regulation Fair Disclosure, aimed at preventing issuers from making selective disclosures of material information. As a result of the above, even though we are contractually obligated and intend to make interim reports available to our stockholders, copies of which we are required to furnish to the SEC on a Form 6-K, and even though we are required to file reports on Form 6-K disclosing whatever information we have made or are required to make public pursuant to Dutch law or distribute to our stockholders and that is material to our company, you may not have the same protections afforded to stockholders of companies that are not foreign private issuers.

We are a foreign private issuer and, as a result, in accordance with the listing requirements of the NASDAQ Global Select Market we rely on certain home country governance practices rather than the corporate governance requirements of the NASDAQ Global Select Market.

We are a foreign private issuer. As a result, in accordance with the listing requirements of the NASDAQ Global Select Market we rely on home country governance requirements and certain exemptions thereunder rather than relying on the corporate governance requirements of the NASDAQ Global Select Market. For an overview of our corporate governance principles, see Item 16G. Corporate Governance, of our 2012 Annual Report including the section describing the differences between the corporate governance requirements applicable to common stock listed on the NASDAQ Global Select Market and the Dutch corporate governance requirements. Accordingly, you may not have the same protections afforded to stockholders of companies that are not foreign private issuers.

Table of Contents

As per January 1, 2013, the new Management and Supervision Act (the Supervision Act) has come into effect in the Netherlands. The Supervision Act provides for certain changes in Dutch company law. As a result of the Supervision Act, Dutch company law no longer contains restrictions on the powers of directors to represent the company in case of a conflict of interest, but provides that a member of the board of directors may not participate in the discussion and decision-making of the board about the conflicted subject. If all members of the board of directors have a conflict of interest, the resolution concerned will be adopted by the general meeting of shareholders, unless the articles of association provide otherwise. Our articles of association do not contain such alternative arrangements. If an executive director or a non-executive director does not comply with the provisions on conflicts of interest, the resolution concerned is subject to nullification (*vernietigbaar*) and the director concerned may be held liable towards us.

In addition, the Supervision Act introduces a limitation on the number of supervisory positions that managing/executive and supervisory/non-executive directors of so called large entities may hold. We qualify as a large entity. Aside from the new restrictions on the number of supervisory positions, the Supervision Act also contains a required gender balance. This means that for large entities the seats in a managing, supervisory or one-tier board are to be divided among individuals, and the balanced participation is deemed to exist if at least 30% of the seats are taken by men and at least 30% by women. Pursuant to the Supervision Act, if we do not comply with the gender diversity rules, we will be required to explain this in our annual report.

Finally, the statutory provisions concerning the suspension of executive directors have been altered. The Supervision Act provides that, in one-tier board structures, executive directors can be suspended by the board of directors.

Our actual operating results may differ significantly from our guidance.

From time to time, we release guidance regarding our future performance that represents our management's estimates as of the date of release. This guidance, which consists of forward-looking statements, is prepared by our management and is qualified by, and subject to, the assumptions and the other information contained or referred to in such release and the factors described under *Forward-Looking Statements* in this prospectus. Our guidance is not prepared with a view toward compliance with published guidelines of the American Institute of Certified Public Accountants, and neither our independent registered public accounting firm nor any other independent expert or outside party compiles or examines the guidance and, accordingly, no such person expresses any opinion or any other form of assurance with respect thereto.

Guidance is based upon a number of assumptions and estimates that, while presented with numerical specificity, is inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. We generally state possible outcomes as high and low ranges which are intended to provide a sensitivity analysis as variables are changed but are not intended to represent that actual results could not fall outside of the suggested ranges. The principal reason that we release this data is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any such persons.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions of the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from the guidance and the variations may be material. Investors should also recognize that the reliability of any forecasted financial data diminishes the farther in the future that the data is forecast. In light of the foregoing, investors are urged to put the guidance in context and not to place undue reliance on it.

Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in, or incorporated by reference into, this prospectus could result in the actual operating results being different than the guidance, and such differences may be adverse and material.

Table of Contents

USE OF PROCEEDS

We will not receive any proceeds from this sale of shares by the Selling Stockholders.

The Selling Stockholders will receive all of the net proceeds from the sale of 25,000,000 shares of our common stock in this offering. We will pay the expenses of this offering, other than underwriting discounts and commissions. The Selling Stockholders include entities affiliated with directors of our company and with members of our senior management. See Selling Stockholders.

S-17

Table of Contents**COMMON STOCK PRICE RANGE****Market Information**

Our shares of common stock have been listed on the NASDAQ Global Select Market under the symbol **NXPI** since our IPO on August 5, 2010. Prior to that date, there was no public market for our shares of common stock. The following table sets forth, for the periods indicated, the high and low sales prices of our shares of common stock as reported by the NASDAQ Global Select Market:

	Market Prices	
	High	Low
Fiscal year ended December 31, 2010 (from August 6, 2010)	\$ 20.93	\$ 10.68
Fiscal year ended December 31, 2011	\$ 34.18	\$ 13.68
Fiscal year ended December 31, 2012	\$ 26.97	\$ 16.01
First quarter of 2012	\$ 27.44	\$ 20.44
Second quarter of 2012	\$ 26.68	\$ 18.57
Third quarter of 2012	\$ 27.96	\$ 19.66
Fourth quarter of 2012	\$ 26.50	\$ 20.57
First quarter 2013 (through March 5, 2013)	\$ 32.80	\$ 26.48

On March 5, 2013, the closing price of our shares of common stock as reported on the NASDAQ Global Select Market, was \$32.48 per share.

Table of Contents

DIVIDEND POLICY

Our ability to pay dividends on the shares of our common stock is limited by the covenants of our Revolving Credit Agreement, the Term Loans and the Indentures and may be limited by the terms of any future debt or preferred securities. As a result, we currently expect to retain future earnings for use in the operation and expansion of our business and the repayment of our debt, and do not anticipate paying any cash dividends in the foreseeable future. Whether or not dividends will be paid in the future will depend on, among other things, our results of operations, financial condition, level of indebtedness, cash requirements, contractual restrictions and other factors that our board of directors and our stockholders may deem relevant. If, in the future, our board of directors decides not to allocate profits to our reserves (making such profits available to be distributed as dividends), any decision to pay dividends on the shares of our common stock will be at the discretion of our stockholders.

S-19

Table of Contents**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization, as of December 31, 2012. Our cash and cash equivalents and capitalization is presented:

on an actual basis; and

on an as adjusted basis, after giving effect to (i) the issuance of the 2021 Unsecured Notes, (ii) the repayment with the proceeds of the 2021 Unsecured Notes offering of \$493.75 million principal amount of the Second 2017 Term Loan, (iii) the issuance of the 2023 Unsecured Notes, which priced on March 5, 2013 and is expected to close on March 12, 2013, and (iv) the repayment with the proceeds of the 2023 Unsecured Notes of \$471.44 million principal amount of the 2019 Term Loan (collectively, items (i) through (iv) are referred to herein as, the Refinancing Transactions).

You should read this table together with the section of this prospectus entitled Use of Proceeds, with the section Operating and Financial Review and Prospects in NXP Semiconductor N.V.'s 2012 Annual Report and with the consolidated financial statement and accompanying notes incorporated by reference into this prospectus.

	Actual	As adjusted ⁽¹⁾
	As of December 31, 2012	
	(\$ in millions)	
Cash and cash equivalents	617	589
Total short-term debt ⁽²⁾	307	297
Total long-term debt ⁽³⁾	3,185	2,228
Senior Notes due 2021 ⁽⁴⁾		500
Senior Notes due 2023 ⁽⁵⁾		500
Total debt ⁽⁶⁾	3,492	3,525
Total stockholders' equity	1,049	1,016
Total capitalization	4,541	4,541

(1) After giving effect to the Refinancing Transactions.

(2) On an as adjusted basis, after giving effect to the Refinancing Transactions, our total short-term debt consisted of (x) \$295 million of variable rate indebtedness and (y) \$2 million of fixed rate indebtedness.

(3) Total long-term debt as presented in this table does not include the 2021 Unsecured Notes and the 2023 Unsecured Notes. On an as adjusted basis, after giving effect to (i) the repayment with the proceeds of the 2021 Unsecured Notes offering of \$493.75 million principal amount of the Second 2017 Term Loan, and (ii) the repayment with the proceeds of the 2023 Unsecured Notes of \$471.44 million principal amount of the 2019 Term Loan, our total long-term indebtedness consisted of (x) \$1,796 million of variable rate indebtedness (including \$205 million outstanding under our Revolving Credit Agreement, \$978 million outstanding under our Term Loans, \$608 million of 2016 Dollar Floating Rate Secured Notes and \$5 million of other long-term debt) and (y) \$432 million of fixed rate indebtedness (including \$422 million of 2018 Dollar Fixed Rate Secured Notes and \$10 million of other long-term debt).

(4) On February 14, 2013, our wholly-owned subsidiaries NXP B.V. and NXP Funding LLC issued \$500 million aggregate principal amount of 2021 Unsecured Notes in a private offering. See Recent Developments Private Offering of 5.75% Senior Notes due 2021 and Repayment of Second 2017 Term Loan.

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- (5) On March 5, 2013, we announced the pricing of a private offering by our wholly-owned subsidiaries NXP B.V. and NXP Funding LLC of \$500 million aggregate principal amount of 2023 Unsecured Notes, which is expected to close on March 12, 2013. See Recent Developments Private Offering of 5.75% Senior Notes due 2023.

- (6) As of December 31, 2012, our net debt was \$2,875 million on an actual basis, and would have been \$2,936 million on an as adjusted basis, after giving effect to the Refinancing Transactions.

S-20

Table of Contents**SELLING STOCKHOLDERS**

The following table shows the amount and percentage of our common stock beneficially owned as of February 28, 2013 (unless otherwise noted), by (i) each person who is known by us to own beneficially more than 5% of our common stock, (ii) each member of our board of directors, (iii) each of the named executive officers, (iv) certain former members of management, (v) all directors and named executive officers as a group and (vi) each of the other Selling Stockholders (to the extent not yet included in (i) to (iv)). A person is a beneficial owner of a security if that person has or shares voting or investment power over the security or if he has the right to acquire beneficial ownership within 60 days. Unless otherwise noted, these persons may be contacted at our executive offices and, to our knowledge, have sole voting and investment power over the shares listed. Percentage computations are based on 251,751,500 shares of our common stock outstanding as of February 28, 2013 and 251,751,500 shares of our common stock expected to be outstanding following the consummation of this offering, including the 25,000,000 shares of our common stock offered by the Selling Stockholders hereby. As shown in the table below, funds advised by KKR, Bain and Silver Lake are considered U.S. beneficial holders and collectively beneficially owned 28.14% of our shares of common stock prior to the consummation of this offering.

Name of Beneficial Owner	Common Stock Beneficially Owned			
	Prior to this Offering		After this Offering	
	Number	%	Number	%
5% Stockholders:				
Funds advised by KKR ⁽¹⁾⁽⁵⁾	32,197,150	12.79	32,197,150	12.79
Funds advised by Bain ⁽²⁾⁽⁵⁾	25,756,791	10.23	18,222,776	7.24
Funds advised by Silver Lake ⁽³⁾⁽⁵⁾	12,879,469	5.12	9,112,148	3.62
Funds advised by Apax ⁽⁴⁾⁽⁵⁾	14,487,057	5.75	10,249,506	4.07
NXP Co-Investment Partners L.P. ⁽⁵⁾	15,029,155	5.97	12,291,988	4.88
PPTL Investment LP ⁽⁶⁾	16,549,097	6.57	11,708,387	4.65
FMR and FIL ⁽⁷⁾	24,790,143	9.85	24,790,143	