

NXP Semiconductors N.V.  
Form F-1MEF  
March 31, 2011

As filed with the Securities and Exchange Commission on March 31, 2011

Registration No. 333

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM F-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**NXP Semiconductors N.V.**

(Exact name of Registrant as specified in its charter)

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

**3674**  
(Primary Standard Industrial  
Classification Code Number)  
**High Tech Campus 60**

**5656 AG Eindhoven**

**The Netherlands**

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

Edgar Filing: NXP Semiconductors N.V. - Form F-1MEF

Tel: +31 40 2729233

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**James N. Casey**

**1109 McKay Drive**

**M/S 54SJ**

**San Jose, CA 95131-1706**

**United States**

**Tel: +1 408 434 3000**

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

*Copies to:*

**Nicholas J. Shaw  
Simpson Thacher & Bartlett LLP**

**CityPoint**

**One Ropemaker Street**

**London EC2Y 9HU**

**England**

**Paul Etienne Kumleben  
Davis Polk & Wardwell LLP**

**99 Gresham Street**

**London EC2V 7NG**

**England**

**Approximate date of commencement of proposed sale to the public:**

**As soon as possible after this registration statement becomes effective**

## Edgar Filing: NXP Semiconductors N.V. - Form F-1MEF

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ..

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. 333-172713 .. x

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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. ..

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered <sup>(1)(3)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
Shares of common stock, par value 0.20	5,681,000	\$170,827,670	\$19,833.09

(1) Includes 4,431,000 shares that the underwriters have the option to purchase to cover overallocments.

(2) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices for the registrant's common stock on March 29, as reported on the NASDAQ Global Select Market.

(3) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to Registration Statement No. 333-172713. A total of 28,750,000 of securities were registered under Registration Statement No. 333-172713. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-172713 exceed 34,431,000.

**The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act, 1933 as amended.**

**EXPLANATORY NOTE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ( Rule 462(b) ). Pursuant to Rule 462(b), the contents of the registration statement on Form F-1 (File No. 333-172713) of NXP Semiconductors N.V., which was declared effective by the Securities and Exchange Commission on March 30, 2011, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference to this registration statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Eindhoven, the Netherlands on March 31, 2011.

## NXP Semiconductors N.V.

By: \*  
 Name: **Richard L. Clemmer**  
 Title: **Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form F-1 has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
*	<i>Chief Executive Officer and Director</i>	March 31, 2011
<b>Richard L. Clemmer</b>	(Principal executive officer)	
*	<i>Chief Financial Officer</i>	March 31, 2011
<b>Karl-Henrik Sundström</b>	(Principal financial and accounting officer)	
*	<i>Non-executive Director and Chairman of the Board</i>	March 31, 2011
<b>Sir Peter Bonfield</b>		
*	<i>Non-executive Director and Vice-Chairman of the Board</i>	March 31, 2011
<b>Johannes P. Huth</b>		
*	<i>Non-executive Director</i>	March 31, 2011
<b>Nicolas Cattelain</b>		
*	<i>Non-executive Director</i>	March 31, 2011
<b>Eric Coutinho</b>		
*	<i>Non-executive Director</i>	March 31, 2011
<b>Egon Durban</b>		
*	<i>Non-executive Director</i>	March 31, 2011
<b>Kenneth A. Goldman</b>		
*	<i>Non-executive Director</i>	March 31, 2011
<b>Josef Kaeser</b>		

\*

*Non-executive Director*

March 31, 2011

**Ian Loring**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	<i>Non-executive Director</i>	March 31, 2011
<b>Michel Plantevin</b>		
*	<i>Non-executive Director</i>	March 31, 2011
<b>Richard Wilson</b>		

\*By: /s/ Guido Dierick  
**Guido Dierick**  
**Attorney-in-Fact**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of NXP Semiconductors N.V., has signed this registration statement in San Jose, CA, on March 31, 2011.

**NXP Semiconductors N.V.**

**Authorized Representative in the United States**

By: /s/ James N. Casey  
Name: James N. Casey



**EXHIBIT INDEX**

All exhibits filed with or incorporated by reference in this registration statement No. 333-172713 are incorporated by reference into, and shall be deemed a part of, this registration statement, except the following, which are filed herewith.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
5.1	Opinion of De Brauw Blackstone Westbroek N.V. regarding the validity of the shares of common stock being registered
23.1	Consent of KPMG Accountants N.V.
23.2	Consent of Deloitte Accountants B.V.
23.3	Consent of PricewaterhouseCoopers LLP
23.4	Consent of De Brauw Blackstone Westbroek N.V. (included in Exhibit 5.1)