

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.)

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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

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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 ⁽¹⁾⁽³⁾	Proposed maximum aggregate offering price ⁽²⁾	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
*	Chief Executive Officer and Director	March 31, 2011
Richard L. Clemmer	(Principal executive officer)	
*	Chief Financial Officer	March 31, 2011
Karl-Henrik Sundström	(Principal financial and accounting officer)	
*	Non-executive Director and Chairman of the Board	March 31, 2011
Sir Peter Bonfield		
*	Non-executive Director and Vice-Chairman of the Board	March 31, 2011
Johannes P. Huth		
*	Non-executive Director	March 31, 2011
Nicolas Cattelain		
*	Non-executive Director	March 31, 2011
Eric Coutinho		
*	Non-executive Director	March 31, 2011
Egon Durban		
*	Non-executive Director	March 31, 2011
Kenneth A. Goldman		
*	Non-executive Director	March 31, 2011
Josef Kaeser		

*

Non-executive Director

March 31, 2011

Ian Loring

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

Exhibit No.	Description of Exhibit
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)