

NXP Semiconductors N.V.
Form SC 13G/A
February 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

NXP Semiconductors N.V.
(Name of Issuer)
COMMON STOCK
NOMINAL VALUE .20 PER SHARE
(Title of Class of Securities)

N6596X109

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d 1(b)

☐ Rule 13d 1(c)

☒ Rule 13d 1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. N6596X109

1 Names of Reporting Person:

NXP Co-Investment GP Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5 Sole Voting Power

NUMBER OF

SHARES 0
6 Shared Voting Power

BENEFICIALLY

OWNED BY 5,290,174
EACH 7 Sole Dispositive Power

REPORTING

PERSON 0
8 Shared Dispositive Power

WITH

5,290,174

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,290,174

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

12 2.1%
Type of Reporting Person (See Instructions)

OO

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CUSIP No. N6596X109

1 Names of Reporting Person:

NXP Co-Investment Partners L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5 ☐ Sole Voting Power

NUMBER OF

SHARES

6 ☐ Shared Voting Power

BENEFICIALLY

OWNED BY

EACH ☐ 7 Sole Dispositive Power

REPORTING

PERSON

8 ☐ Shared Dispositive Power

WITH

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

12 2.1%
Type of Reporting Person (See Instructions)

PN

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CUSIP No. N6596X109

1 Names of Reporting Person:

NXP Co-Investment Investor S.à.r.l.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization

Luxembourg

5 Sole Voting Power

NUMBER OF

SHARES 0

6 Shared Voting Power

BENEFICIALLY

OWNED BY 5,290,174

EACH 7 Sole Dispositive Power

REPORTING

PERSON 0

8 Shared Dispositive Power

WITH

5,290,174

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,290,174

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

12 2.1%
Type of Reporting Person (See Instructions)

OO

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Item 1.

(a) Name of issuer:

NXP Semiconductors N.V. (the Issuer)

(b) Address of issuer's principal executive offices:

High Tech Campus 60, 5656 AG Eindhoven, The Netherlands

Item 2.

(a) Name of person filing:

NXP Co-Investment GP Ltd.

NXP Co-Investment Partners L.P.

NXP Co-Investment Investor S.à.r.l.

(b) Address or principal business office or, if none, residence:

The principal business office for NXP Co-Investment GP Ltd. and NXP Co-Investment Partners L.P. is:

c/o Maples and Calder
P.O. Box 309 Ugland House
Grand Cayman
KY1-1104 Cayman Islands

The principal business office for NXP Co-Investment Investor S.à.r.l. is:

59, rue de Rollingergrund
L-2440 Luxembourg, Grand Duchy of Luxembourg

(c) Citizenship:

See Item 4 of each cover page

(d) Title of class of securities:

Common stock, nominal value .20 per share

(e) CUSIP No.:

N6596X109

Item 3.

Not applicable

Item 4. Ownership.

(a) Amount beneficially owned:

The percentages set forth herein are based on a total of 251,751,500 shares of Common Stock issued (based on 251,751,500 shares of the Issuer's common stock outstanding as of November 30, 2013 (as reported in the final prospectus supplement of the Issuer filed on December 11, 2013)). NXP Co-Investment Investor S.à.r.l. owned 5,290,174 shares of the Issuer's common stock as of December 31, 2012. NXP Co-Investment Partners L.P. is the sole shareholder of NXP Co-Investment Investor S.à.r.l. NXP Co-Investment GP Ltd. is the general

partner of NXP Co-Investment Partners L.P. NXP Co-Investment GP Ltd. is owned by Silver Lake (Offshore) AIV GP II, Ltd., KKR Europe II Limited, BCP IX NXP Ltd. and Apax Europe VI NXP Founder GP, Ltd., none of which owns a majority. Because of the foregoing relationships, each of NXP Co-Investment Partners L.P. and NXP Co-Investment GP Ltd. may be deemed to beneficially own the shares of the Issuer's common stock owned by NXP Co-Investment Investor S.à.r.l.

(b) Percent of class:

See Item 11 of each cover page

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

As of the date hereof, none of the Reporting Persons own more than five percent of the Issuer's outstanding common stock.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

See Item 4 above

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

NXP Co-Investment Partners L.P. and NXP Co-Investment Investor S.à.r.l. (together, the Co-Investors) are, together with funds and entities advised by Silver Lake Management Company, L.L.C. (Silver Lake), Kohlberg Kravis Roberts & Co. L.P. (KKR), Bain Capital Partners, LLC (Bain), Apax Partners LLP (Apax) and AlpInvest Partners B.V. (AlpInvest, with the funds and entities advised by Silver Lake, KKR, Bain, Apax and AlpInvest being referred to as the Sponsor Parties), Koninklijke Philips Electronics N.V. and PPTL Investment LP (together, the Philips Parties) and Stichting Management Co-Investment NXP (the Management Foundation), parties to a shareholders agreement (the Shareholders Agreement) with respect to the Issuer. The rights of the parties under the Shareholders Agreement with respect to, among other things, the election of directors, drag-along and tag-along rights and transfer restrictions more generally have terminated. The share ownership reported for the filing persons reporting on this Schedule 13G/A does not include any shares owned by the Sponsor Parties, the Philips Parties or the Management Foundation. Each of the filing persons reporting on this Schedule 13G/A disclaims beneficial ownership of any shares of the Issuer's common stock owned by the Sponsor Parties, the Philips Parties and the Management Foundation.

This Schedule 13G/A shall not be deemed to be an admission that any of the filing persons reporting on this Schedule 13G/A is a member of a group with the other parties to the Shareholders Agreement or any shares of the Issuer's common stock owned by the such parties or any of their related entities for any purpose.

Item 10. Certifications.

Not applicable

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

NXP CO-INVESTMENT GP LTD.

Dated: February 14, 2014

Signature: /s/ Craig Farr

Name: Craig Farr

Title: Director

Dated: February 14, 2014

Signature: /s/ Ian Loring

Name: Ian Loring

Title: Director

**NXP CO-INVESTMENT PARTNERS
L.P.**

By: NXP CO-INVESTMENT GP LTD.

Its: General Partner

Dated: February 14, 2014

Signature: /s/ Craig Farr

Name: Craig Farr

Title: Director

Dated: February 14, 2014

Signature: /s/ Ian Loring

Name: Ian Loring

Title: Director

**NXP CO-INVESTMENT INVESTOR
S.À.R.L.**

Dated: February 14, 2014

Signature: /s/ Wolfgang Zettel

Name: Wolfgang Zettel

Title: Manager