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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 2, 2015 (March 2, 2015)

FREESCALE SEMICONDUCTOR, LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-35184
(Commission
File Number)

98-0522138
(I.R.S. Employer
Identification No.)

6501 William Cannon Drive West, Austin, Texas 78735
(Address of principal executive offices) (Zip Code)

(512) 895-2000
(Registrant's telephone number, including area code)

NA
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On March 1, 2015, Freescale Semiconductor, Ltd., a Bermuda exempted limited liability company (the “Company”), entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among the Company, NXP Semiconductors N.V., a Dutch public limited liability company (“Parent”), and Nimble Acquisition Limited, a Bermuda exempted limited liability company and a wholly-owned subsidiary of Parent (“Sub”), providing for the merger of Sub with and into the Company (the “Merger”), with the Company surviving the Merger as an wholly-owned subsidiary of Parent. The Company and Parent will participate in a joint investor presentation on March 2, 2015. The presentation is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Investor Presentation by NXP Semiconductors N.V. and Freescale Semiconductor, Ltd. on March 2, 2015

Cautionary Statement Regarding Forward Looking Statements

This document includes “forward-looking statements” within the meaning of the securities laws. The words “may,” “could,” “should,” “estimate,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “target,” “plan,” “providing guidance” and similar expressions are intended to identify information that is not historical in nature.

This document contains forward-looking statements relating to the proposed transaction between the Company and Parent pursuant to a merger. All statements, other than historical facts, including statements regarding the expected timing of the closing of the transaction; the ability of the parties to complete the transaction considering the various closing conditions; the expected benefits of the transaction such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of Parent following completion of the proposed transaction; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. You should not place undue reliance on such statements. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, that (1) one or more closing conditions to the transaction, including certain regulatory approvals, may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction, may require conditions, limitations or restrictions in connection with such approvals or that the required approval by the shareholders of each of the Company and Parent may not be obtained; (2) there may be a material adverse change of the Company or the business of the Company may suffer as a result of uncertainty surrounding the transaction; (3) the transaction may involve unexpected costs, liabilities or delays; (4) legal proceedings may be initiated related to the transaction; (5) there may be difficulties and delays in achieving synergies and cost savings; and (6) other risk factors as detailed from time to time in the Company’s and Parent’s reports filed with the Securities and Exchange Commission (“SEC”), including the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 which is available on the SEC’s Website (www.sec.gov). There can be no assurance that the merger will be completed, or if it is completed, that it will close within the anticipated time period or that the expected benefits of the merger will be realized.

Neither the Company nor Parent undertakes any obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

Additional Information and Where to Find It

In connection with the proposed strategic combination, Parent plans to file with the SEC a Registration Statement on Form F-4 that will include a proxy statement of the Company and a prospectus of Parent. The Company will mail the prospectus/proxy statement to its shareholders. INVESTORS ARE URGED TO READ THE PROSPECTUS/PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain the prospectus/proxy statement, as well as other filings containing information about the Company and Parent, free of charge, from the SEC's Website (www.sec.gov). Investors may also obtain the Company's SEC filings in connection with the transaction, free of charge, from the Company's Web site (www.investors.freescale.com) under the link "Investors Relations" and then under the tab "SEC Filings," or by directing a request to Freescale Semiconductor, Ltd., 6501 William Cannon Drive West, MD OE62, Austin, Texas 78735, Attention: Secretary. Investors may also obtain Parent's SEC filings in connection with the transaction, free of charge, on Parent's Investor Relations internet website at <http://www.nxp.com/investor> or by contacting Parent's Investor Relations Contact by phone at 1-408-518-5411.

Participants in the Merger Solicitation

The respective directors, executive officers and employees of the Company and Parent and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding the Company's directors and executive officers is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 6, 2015, and its proxy statement for its 2014 annual meeting of shareholders, which was filed with the SEC on March 21, 2014. Information regarding Parent's directors and executive officers is set forth in its Annual Report on Form 20-F for the year ended December 31, 2013, which was filed with the SEC on February 28, 2014 and in its Form 6-K furnished to the SEC on May 20, 2014. These documents can be obtained free of charge from the sources indicated above. Other information regarding the interests of the participants in the proxy solicitation will be included in the joint prospectus/proxy statement when it becomes available. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREESCALE SEMICONDUCTOR, LTD.

Dated: March 2, 2015

By: /s/ Dathan C. Voelter

Name: Dathan C. Voelter

Title: Assistant Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation by NXP Semiconductors N.V. and Freescale Semiconductor, Ltd. on March 2, 2015



NXP to Merge with Freescale Creates an Industry Powerhouse

Investor Presentation | March 2nd, 2015

SECURE CONNECTIONS
FOR A SMARTER WORLD



Forward Looking Statement

Certain statements in this communication regarding the proposed transaction between NXP Semiconductors N.V. ("NXP") and Freescale Semiconductor, Ltd. ("FSL") are "forward-looking" statements. The words "anticipate," "believe," "ensure," "expect," "if," "intend," "estimate," "probable," "project," "forecasts," "predict," "outlook," "aim," "will," "could," "should," "would," "potential," "may," "might," "anticipate," "likely," "plan," "positioned," "strategy," and similar expressions, and the negative thereof, are intended to identify forward-looking statements. These forward-looking statements, which are subject to numerous factors, risks and uncertainties about NXP and FSL, may include projections of their respective future business, strategies, financial condition, results of operations and market data. These statements are only predictions based on current expectations and projections about future events. There are important factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected, including the risk factors set forth in NXP's most recent Form 20-F and FSL's most recent reports on Form 10-K, Form 10-Q and other documents on file with the SEC and the factors given below:

- the failure to obtain the approval of shareholders of NXP or FSL in connection with the proposed transaction;
- the failure to consummate or delay in consummating the proposed transaction for other reasons;
- the timing to consummate the proposed transaction;
- the risk that a condition to closing of the proposed transaction may not be satisfied;
- the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained, or is obtained subject to conditions that are not anticipated;
- NXP's and FSL's ability to achieve the synergies and value creation contemplated by the proposed transaction;
- The ability of either NXP or FSL to effectively integrate their businesses; and
- the diversion of management time on transaction-related issues.

FSL's and NXP's forward-looking statements are based on assumptions that may not prove to be accurate. Neither FSL nor NXP can guarantee future results, level of activity, performance or achievements. Moreover, neither FSL nor NXP assumes responsibility for the accuracy and completeness of any of these forward-looking statements. FSL and NXP assume no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Strategically & Financially Compelling Transaction



Acceleration of our strategy in **Secure Connections for a Smarter World**



Creates a powerhouse in High Performance Mixed Signal
Establishes NXP as the #1 automotive semiconductor supplier⁽¹⁾
Establishes NXP as the #1 broad-based MCU supplier⁽²⁾



Anticipate \$200M of cost synergies in the first full year after close
Clear path to \$500M of annual run rate cost synergies



Accretive to non-GAAP EPS in the first full year
3x net debt/TTM adj. EBITDA at close; reducing to 2x within 6 quarters



Will Drive Significantly Higher Cash Flow

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Note
1. IHS
2. Based on NXP Corporate Market Intelligence estimates for 2014, excludes Automotive MCU products

Outstanding Strategic Fit – Secure Connections for a Smarter World

- Combined company will
 - Be the leader in automotive semiconductors
 - Leverage NXP security leadership plus Freescale broad MCU
 - Influence evolution of Secure Car & ADAS solutions
 - Capture emerging growth in the Smarter World
- Broad, diverse customer base
 - Complementary market reach across US, EU, China
 - Ability to effectively cross-sell total solutions
 - Strong and broad product portfolio for emerging IoT market
- Reinforces the NXP Value Proposition
 - Grow >1.5x faster than the market
 - Deliver superior profitability



Connected
Car



Security



Portable &
Wearable



Internet
of Things

Transaction Overview

Consideration

- Total consideration per share
 - 0.3521 NXP shares (fixed exchange ratio)
 - \$6.25 per share in cash
- Total equity value: \$11.8 Billion
 - \$9.8 Billion in equity
 - \$2.0 Billion in cash
- Freescale shareholders to own just below 32% of combined company

Sources of Financing

- 115 Million shares of NXP common stock (approx.)
- \$1 Billion cash from NXP's balance sheet
- \$1 Billion in new debt financing

Approval Process

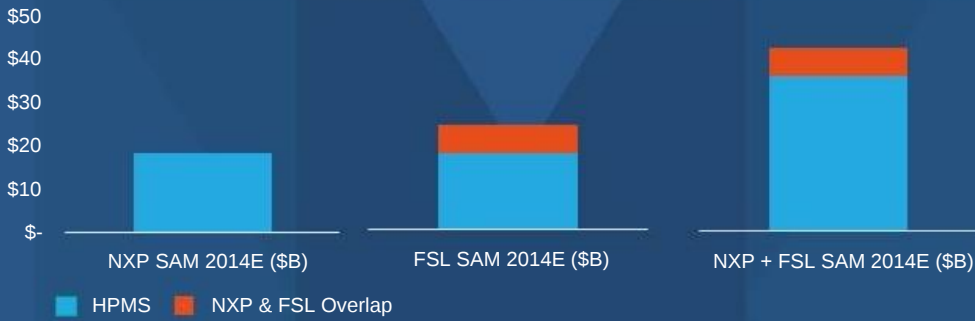
- NXP and Freescale Board of Directors have unanimously approved
- NXP and Freescale shareholder approval required
- Regulatory approvals in various jurisdictions

Timing of Transaction Close

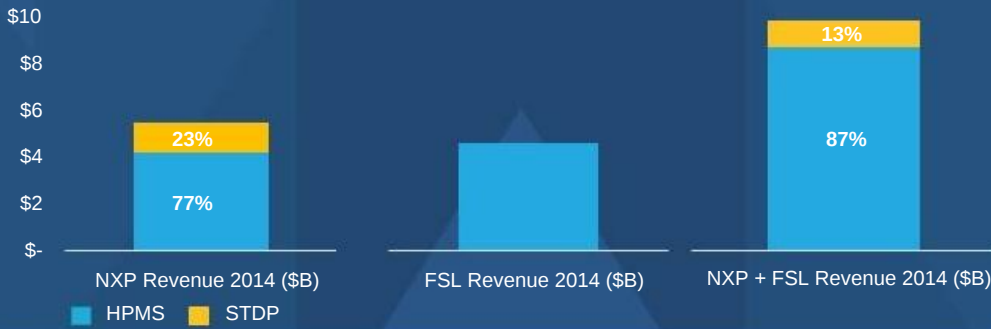
- Expected in the second half of 2015, subject to customary closing conditions

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HPMS Market Leader with Sharper Focus, Broader Reach



- Combined Company Becomes
- The Market Leader in HPMS
 - #4 Largest Semi Supplier²
 - #1 Auto Semi Supplier
 - #1 Broad-based MCU¹
 - Minimal Overlap
 - Doubles NXP HPMS SAM

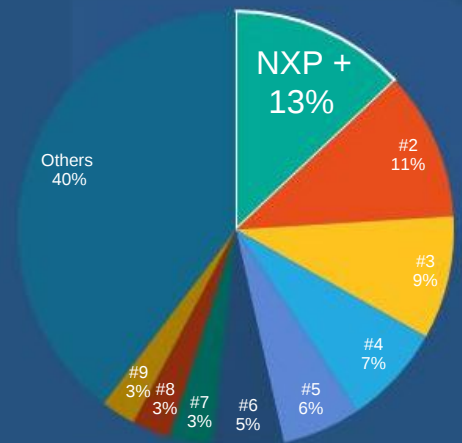


Based On
 1. NXP Corporate Market Intelligence Estimates, estimates for 2014, excludes Automotive MCU products
 2. NXP Corporate Market intelligence estimate: Total semiconductor market excluding memory

Establishes NXP as #1 Auto Semiconductor Vendor

- #1 Auto Semi Supplier^{1,2}
 - Doubles Addressable Market
 - Broad Portfolio, No Product Overlap
- Leadership Positions^{1,2}
 - Car Entertainment
 - Keyless Entry & Access
 - In-Vehicle Networking
 - Chassis & Safety
 - Powertrain
- Synergistic Future Growth Opportunities
 - Infotainment (Audio and Apps Proc.)
 - Securing the Car
 - ADAS (Radar, Vision, Secure V2X)
- Highly Valued Supplier to All Major OEMs

Global Auto Semiconductor TAM, 2013 \$26B⁽¹⁾



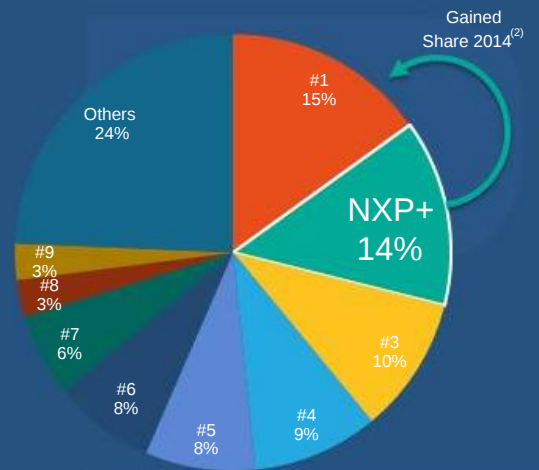
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Based On
1. IHS
2. NXP Corporate Market Intelligence estimates for 2014

Creates the Leader in Broad-based MCU⁽²⁾

- #1 in Broad-based MCU⁽²⁾
 - Leader in fast growing 32-bit ARM MCU⁽²⁾
 - Broad-based, general purpose MCU portfolio
 - Ability to pull-through Analog with MCU platform
 - Outstanding customer access in key growth verticals
- Synergistic Future Growth Opportunities
 - Ideally Positioned to deliver IoT Solutions
 - Security
 - MCU
 - Software
 - Connectivity
 - Building on extensive customer base

MCU Semiconductor TAM
2013 \$11B⁽¹⁾



Based On
1. IHS, MCU Market excluding Automotive
2. NXP Corporate Market Intelligence estimates for 2014, excludes Automotive MCU products

Compelling Value Proposition



World Leader in Automotive semiconductors
Strengthen Position in High Growth Focus Markets
→ Profitable Growth



Leveraging Operational Excellence & Cost Synergies
→ Strong Cash Generation



World-Class Team Globally
→ Customer-Focused Passion to WIN



Will drive Significant Additional Shareholder Value

Additional Information about the Merger and Where to Find it.

No Offer or Solicitation

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between NXP and FSL.

Important Information For Investors And Shareholders

In connection with this proposed business combination, NXP and/or FSL may file one or more proxy statements, registration statements, proxy statement/prospectus or other documents with the Securities and Exchange Commission (the "SEC"). This communication is not a substitute for any proxy statement, registration statement, proxy statement/prospectus or other document NXP and/or FSL may file with the SEC in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF NXP AND FSL ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION STATEMENT(S), PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Any definitive proxy statement(s) (if and when available) will be mailed to shareholders of NXP and/or FSL, as applicable. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by NXP and/or FSL through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by NXP will also be available free of charge on NXP's Investor Relations internet website at <http://www.nxp.com/investor> or by contacting NXP's Investor Relations Contact by phone at 1-408-518-5411. Copies of the documents filed with the SEC by FSL will be available free of charge on FSL's Investor Relations internet website at <http://investors.freescale.com> or by writing to Freescale Semiconductor, Ltd., c/o Freescale Semiconductor, Inc., 6500 William Cannon Drive West, Austin, Texas 78735, Attention: Investor Relations or by phone at 1-512-895-2454.

Participants in Solicitation

NXP, FSL, their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of NXP is set forth in its Annual Report on Form 20-F for the year ended December 31, 2013, which was filed with the SEC on February 28, 2014, and in its Form 6-K furnished to the SEC on May 20, 2014. Information about the directors and executive officers of FSL is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 6, 2015, and its proxy statement for its 2014 annual meeting of shareholders, which was filed with the SEC on March 21, 2014.

These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

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