

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sievers Kurt</u>  (Last) (First) (Middle) C/O NXP SEMICONDUCTORS N.V. HIGH TECH CAMPUS 60  (Street) EINDHOVEN P7 5656AG  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NXP Semiconductors N.V. [ NXPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO & President
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/07/2022		A		33,490 <sup>(1)</sup>	A	\$0	185,905.3363	D	
Common Stock	11/07/2022		F		17,258	D	\$151.06	168,647.3363	D	
Common Stock	11/07/2022		A		15,346 <sup>(2)</sup>	A	\$0	183,993.3363	D	
Common Stock	11/07/2022		F		7,908	D	\$151.06	176,085.3363	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents the number of shares of Common Stock received upon vesting of a performance stock unit award previously granted to the reporting person on October 29, 2019. Under the terms of this award, the performance units cliff vest upon the conclusion of the three-year performance period from October 29, 2019 through October 28, 2022 and the certification of the Company's achievement of the pre-established performance conditions based on the relative total shareholder return of the Company's share price compared to the pre-established peer group.
- Represents the number of shares of Common Stock received upon vesting of a performance stock unit award previously granted to the reporting person on July 28, 2020. Under the terms of this award, the performance units cliff vest upon the conclusion of the three-year performance period from October 29, 2019 through October 28, 2022 and the certification of the Company's achievement of the pre-established performance conditions based on the relative total shareholder return of the Company's share price compared to the pre-established peer group.

**Remarks:**

/s/ Kurt Sievers by Timothy Shelhamer under Power of Attorney 11/08/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.