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

SCHEDULE 14D-9
(Amendment No. 2)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

NXP Semiconductors N.V.
(Name of Subject Company)

NXP Semiconductors N.V.
(Name of Person Filing Statement)

Common Stock, Par Value EUR 0.20 Per Share
(Title of Class of Securities)

N6596X109
(CUSIP Number of Class of Securities)

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

With copies to:
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 to Schedule 14D-9 (this “**Amendment No. 2**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the Securities and Exchange Commission (the “**SEC**”) on November 18, 2016 (together with any subsequent amendments and supplements thereto, the “**Schedule 14D-9**”), by NXP Semiconductors N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the “**Company**” or “**NXP**”). The Schedule 14D-9 relates to the offer (the “**Offer**”) by Qualcomm River Holdings B.V. (“**Buyer**”), a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands and an indirect, wholly owned subsidiary of QUALCOMM Incorporated, a Delaware corporation (“**Parent**”), to acquire all of the outstanding common shares, par value €0.20 per share, of the Company (the “**Shares**”) at a purchase price of \$110.00 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated November 18, 2016, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the “**Offer**”).

All information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used but not defined in this Amendment No. 2 have the meanings ascribed to them in the Schedule 14D-9.

Item 9. Exhibits

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(N)	Email to NXP Employees from Rick Clemmer, dated December 2, 2016.
(a)(1)(O)	Additional Frequently Asked Questions for NXP Employees, dated December 2, 2016.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 5, 2016

NXP SEMICONDUCTORS N.V.

By: /s/ Dr. Jean A.W. Schreurs

Dr. Jean A.W. Schreurs

SVP and Chief Corporate Counsel

To: All NXP Employees

As stated by Qualcomm's CEO Steve Mollenkopf during the global townhall, he would provide an update on the future organization's operating structure by this time. I wanted to share this with you today, in a letter sent to Qualcomm employees.

 To: Qualcomm Employees
 From: Steve Mollenkopf, CEO

A month ago, we announced our plans to acquire NXP to significantly accelerate our growth strategy. With the combined technology leadership, industry-leading product portfolio, world-class employee talent, and innovation-focused cultures of Qualcomm and NXP, we are well positioned to lead in the mobile, automotive, IoT, security and networking segments. I am very excited as we continue our journey of growth and transformation to create the semiconductor engine and technology provider for the connected world.

Until the acquisition closes, we will continue to operate as two separate companies. However, to ensure we are effective as of day one post-closing, we have established an Integration Management Office (IMO) under the leadership of Jeff Lorbeck, SVP & COO, QCT, and Henri Ardevol, NXP's SVP of Corporate Strategy. Integration planning is underway with significant oversight from the leadership teams of both companies and I want to provide an update on the progress we've made so far.

Top-Level Operating Structure

One of the first actions for integration planning is identifying a top-level operating structure that can begin work following the close of the acquisition. Outlined below is the structure and key leadership roles:

- **Derek Aberle, President** – Derek will serve as Qualcomm President and will assist me with running the overall combined company. In addition, he will have direct oversight for Qualcomm Technology Licensing (QTL), China, the emerging businesses (including Data Center, Qualcomm Life and Halo), Qualcomm Cyber Security Solutions (QCSS) global marketing, corporate business development, and standards.

Business Lines

- **Cristiano Amon, Mobile, Computing & Networking** – Cristiano will lead our Mobile, Computing & Networking business which will include our core cellular platform, compute and the Connectivity and RFFE business units. Additionally, following the close of the acquisition NXP's current Digital Networking and RF Power business units led by Tareq Bustami and Paul Hart respectively will fold into Cristiano's organization. In advance of these changes, Cristiano and the current QCT business will report to me, effective immediately.
- **Alex Rogers, Technology Licensing** – Alex will lead the QTL business in the combined company.
- **Kurt Sievers, Automotive** – Kurt currently leads the Automotive business unit for NXP and following the close of the acquisition will lead the combined automotive and telematics business. Post-close, we intend to merge our current Automotive business unit with Kurt's organization.
- **Rudy Stroh, IoT & Security** – Rudy currently leads the Security & Connectivity business unit for NXP and following the close of the acquisition will lead our new IoT & Security business, which will include IoT, security and microcontrollers. As we move further through the integration planning process, additional decisions will be made with regard to mapping our current IoT business to the new business line operating structure.

Executive Functions

- **George Davis, Chief Financial Officer** – George will serve as CFO in the combined company.
- **Matt Grob, Chief Technology Officer** – Matt will serve as CTO in the combined company.
- **Brian Modoff, Strategy, M&A and Ventures** – Brian will lead Strategy, M&A and Ventures in the combined company.
- **Steve Owen, Sales** – Steve currently leads the Sales & Marketing organization for NXP and following the close of the acquisition will lead the Sales organization.
- **David Reed, Technology & Operations (NXP Fabs)** – David currently leads the Technology & Operations organization for NXP and following the close of the acquisition will lead an Operations function, which will include oversight of NXP fab manufacturing operations. Post-close, **Roawen Chen, SVP, QCT Global Operations**, will continue to report into Cristiano and lead QCT's fabless operations and supply chain.
- **Don Rosenberg, General Counsel** – Don will serve as General Counsel in the combined company.
- **Michelle Sterling, Human Resources** – Michelle will lead Human Resources in the combined company.
- **Jim Thompson, Engineering** – Jim will lead engineering for the Mobile, Computing & Networking business in the combined company and will be responsible for coordinating the companywide product roadmap.

Additionally, **Rick Clemmer**, NXP's CEO, and **Dan Durn**, NXP's CFO, will remain on for a period of time following the close of the acquisition in senior advisory roles to help support the integration.

A key task for the senior-level team outlined above will be to make further decisions on aligning functions and identifying the next-level management structure. More details will be shared over the next few months.

Next Steps & Upcoming Milestones

As mentioned before, it's important to remember that until the close of the acquisition both Qualcomm and NXP will continue to operate as two separate companies. Today our combined focus is on integration planning, and some of our near-term milestones include the following:

- **Qualcomm and NXP IMO Meetings** – The IMOs from both companies will continue to hold a series of joint meetings over the next few weeks to focus on setting integration milestones and operationalizing the joint IMO.
- **Management Team Offsite** – One of the most imperative first steps with our integration planning is to ensure strong alignment as a management team so we are best positioned to move forward immediately following the close. As such, the newly proposed management team will come together in January to spend time focusing on the combined company's vision and culture. I look forward to providing an update on both the joint IMO meetings and our management team offsite.
- **Next-Level Management Announcements** – As we continue to focus heavily on organizational design and key leadership roles, our plan is to share the next-level management structure for the combined company by the end of March 2017.
- **Integration Updates** – A key principle for our integration planning approach is to be as transparent and open as possible with our communication. We're committed to providing updates and key decisions as timely as possible. In the meantime, please refer to go/nxp for the latest information about the NXP acquisition.

Guidelines Reminder

As a reminder, please review the key guidelines at [go/nxp](https://go.nxp) on discussing the proposed transaction internally and externally as well as how we engage with NXP's employees, whether through the normal course of business or through your personal network.

Lastly, I want to reiterate what an exciting prospect this acquisition is for Qualcomm and our next phase of growth. The combined talents and roadmap of Qualcomm and NXP will continue to create value and opportunities for our customers and deliver innovations that transform industries.

I look forward to providing more updates along the way.

Steve

The above memo can also be found **here** in NXP's acquisition hub. In addition, since the announcement we have received many questions submitted to the acquisition hub. While we cannot answer every question, we have answered as many as we can and posted an updated QA available **here**. We will continue providing updates to the questions submitted as information is available.

We will also organize another global townhall with Steve and myself in the coming two weeks, in which we will be able to answer questions you may have on today's announcement.

As always, please keep your continued full focus on meeting and exceeding your business commitments and on delighting our customers!

Rick Clemmer

NXP CEO

Additional Information and Where to Find It

This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any common shares of NXP Semiconductors N.V. ("NXP") or any other securities. Qualcomm River Holdings B.V. ("Buyer"), an indirect, wholly owned subsidiary of QUALCOMM Incorporated ("Qualcomm"), has filed a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, with the United States Securities and Exchange Commission (the "SEC") and NXP has filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC with respect to the tender offer. The offer to purchase common shares of NXP is only being made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO, in each case as amended from time to time. THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 CONTAIN IMPORTANT INFORMATION. SHAREHOLDERS OF NXP ARE URGED TO READ THESE DOCUMENTS, AS FILED AND AS MAY BE AMENDED FROM TIME TO TIME, CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT SUCH HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. Investors and security holders may obtain a free copy of these statements and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov. In addition, free copies of these documents may be obtained by contacting Innisfree M&A Incorporated, the information agent for the tender offer, toll free at (888) 750-5834 (for shareholders) or collect at (212) 750-5833 (for banks and brokers).

Cautionary Note Regarding Forward-Looking Statements

Any statements contained in this document that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “intend”, “may”, “plan”, “project”, “predict”, “should” and “will” and similar expressions as they relate to Qualcomm, Buyer or NXP are intended to identify such forward-looking statements. These forward-looking statements involve risks and uncertainties concerning the parties’ ability to complete the tender offer and close the proposed transaction, the expected closing date of the transaction, the financing of the transaction, the anticipated benefits and synergies of the transaction, anticipated future combined businesses, operations, products and services, and liquidity, debt repayment and capital return expectations. Actual events or results may differ materially from those described in this document due to a number of important factors. These factors include, among others, the outcome of regulatory reviews of the proposed transaction; the ability of the parties to complete the transaction; the ability of Qualcomm to successfully integrate NXP’s businesses, operations (including manufacturing and supply operations), sales and distribution channels, business and financial systems and infrastructures, research and development, technologies, products, services and employees; the ability of the parties to retain their customers and suppliers; the ability of the parties to minimize the diversion of their managements’ attention from ongoing business matters; Qualcomm’s ability to manage the increased scale, complexity and globalization of its business, operations and employee base post-closing; and other risks detailed in Qualcomm’s and NXP’s filings with the SEC, including those discussed in Qualcomm’s most recent Annual Report on Form 10-K and in any subsequent periodic reports on Form 10-Q and Form 8-K and NXP’s most recent Annual Report on Form 20-F and in any subsequent reports on Form 6-K, each of which is on file with the SEC and available at the SEC’s website at www.sec.gov. SEC filings for Qualcomm are also available in the Investor Relations section of Qualcomm’s website at www.qualcomm.com, and SEC filings for NXP are available in the Investor Relations section of NXP’s website at www.nxp.com. Qualcomm is not obligated to update these forward-looking statements to reflect events or circumstances after the date of this document. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

Is Qualcomm waiting until the end of 2017 to finalize the acquisition in order to allow for the completion of the NXP/Freescale integration?

- No, the end of 2017 is when we believe the various regulatory approvals and other conditions required to close the acquisition will be completed.

What is Qualcomm's presence outside the US? Are there major operations in Europe or Asia?

- Qualcomm has operations and employees in over 30 countries around the world. While the company headquarters are in San Diego, the majority of employees are located outside of San Diego. In addition to San Diego, there are large U.S. employee populations in the Bay Area (San Jose and Santa Clara, California); Austin, Texas; and Raleigh, North Carolina. Outside of the U.S., Qualcomm has operations in India, APAC, Europe, Israel, South America, Canada and EMEA. A full list of current Qualcomm locations is available: <https://www.qualcomm.com/company/facilities/offices>

With G&A functions already under strain due to the ongoing merger integration with Freescale and business carve outs, how will you ensure we can take on another large integration process like this acquisition?

- As we begin preparing for the acquisition integration, we will take efforts to ensure that the current merger integration and other business activities are taken into consideration and work is prioritized appropriately to limit the strain on the organization. We recognize that we need to be mindful of how this is managed, while also leveraging much of what we have recently learned.

Is Qualcomm interested in getting into the semiconductor manufacturing business for the long term? If yes, has there been any concrete discussions on how it will achieve/manage in-house loadings vs external loadings and if it plans to consolidate the number of manufacturing facilities (front end / back end)?

- Qualcomm has one of the largest and most geographically diversified supply chains in the industry, driving investment in leading nodes while having cost leadership. While Qualcomm has traditionally had a fabless model, Qualcomm will be assuming fab operations under Qualcomm's pending joint venture with TDK. Qualcomm also recognizes that NXP's factories have been an important factor in NXP's success and plans to continue to operate with that model going forward. No further details have been determined yet.

What materials can I share with my customers?

- Please only share materials that are targeted for customers and found on the Acquisition Hub.

Will Qualcomm continue with NXP FTF?

- FTF has proven to be a great vehicle to engage in depth with many of our customers around the globe. We are still early on in the integration planning process. Following the close of the acquisition, a thorough review of business and marketing activities will occur and the best practices from both companies will continue forward.

How are my benefits changing as a result of the Qualcomm Transaction?

- NXP will continue to align and harmonize local country benefit programs as needed and related to normal operations of NXP.
- Qualcomm has agreed that for 12 months following closing it will continue to provide each continuing NXP employee with compensation (including base salary and annual bonus opportunity) that is substantially comparable in the aggregate to what such NXP employee received immediately prior to closing of the transaction. Qualcomm has also agreed that for 12 months following closing it will continue to provide continuing NXP employees with benefits that are substantially comparable in the aggregate to either those benefits generally available to NXP employees as of October 26, 2016, or to benefits provided by Qualcomm to similarly situated Qualcomm employees.
- Additional information regarding post-closing benefits will be provided as we get closer to closing.

What will happen with my Restricted Share Units (RSUs), Performance Share Units (PSUs) or Stock Options as a result of the Qualcomm Transaction?

- Grants of long-term incentives (including RSUs, PSUs and Stock Options) will continue to vest per the vesting schedule associated with each award and found in the respective LTIP terms and grant letters through the closing. Unvested RSUs, PSUs and Stock Options will remain outstanding on their current terms and conditions through the closing.
- Any RSUs, PSUs and Stock Options that are unvested as of the closing will convert to awards relating to Qualcomm stock at the closing based on an exchange rate specified in the definitive agreement for the transaction and will remain subject to the same terms and conditions (including the same vesting schedule) as apply to such award as of immediately prior to the closing. Any performance metrics related to PSUs that are unvested as of the closing will cease to apply as of the closing and the PSUs will be subject solely to service-based vesting following the closing.
- Any Stock Options that are vested as of the closing will be cancelled in exchange for a cash payment at the closing. The payment for vested Stock Options will be an amount equal to the excess (if any) of \$110 over the applicable per share exercise price of such Stock Option, multiplied by the number of NXP shares subject to such Stock Option. Vested RSUs or PSUs, being any shares that were earned through the RSU or PSU programs, will be cashed out for a payment equal to \$110 multiplied by the number of NXP shares subject to such vested RSU or vested PSU, as applicable. All cash out payments will be without interest and subject to applicable withholding taxes and other deductions. Additional information will be communicated closer to closing.

I received a notification from E*TRADE informing me of a Tender Offer for NXP Semiconductors N.V. that has been made by Qualcomm Incorporated. Are there actions I need to take, prior to February 2, 2017, to respond to the tender offer?

- The notification you received from E*TRADE is a notification that all brokers are required to provide to shareholders when a tender offer is made. As you currently own NXP shares, you received this formal notice on the tender offer Qualcomm formally launched on Friday, November 18, 2016.

As a shareholder, you should contact E*TRADE with any questions you have regarding responding to the tender offer.

Please note that in the coming months, communication from NXP will continue to be provided to NXP employees on the consequences of the tender offer on any outstanding Long-Term Incentives (LTI), of what actions need to be taken and by when those actions need to be taken.

Does the Qualcomm acquisition of NXP trigger a Change of Control as referred to in the Long Term Incentive Plan (LTIP) terms?

- Yes, the closing of the Qualcomm acquisition qualifies as a Change of Control as defined in the LTIP terms.

Will the vesting of my unvested RSUs/PSUs and Stock Options accelerate on the closing of the Qualcomm transaction?

- Acceleration provisions are defined by your original LTIP terms (grant notice/grant agreement/plan documents). Whether your unvested RSUs/PSUs and Stock Options vest on the closing depends on the provisions in the applicable LTIP terms.
- In general, RSUs/PSUs and Stock Options that NXP granted to employees prior to October 2015 which remain unvested as of the closing of the Qualcomm transaction will become vested on the closing date.
- In general, unvested RSUs/PSUs and Stock Options granted by NXP on, or after, October 2015 (including NXP awards granted to convert outstanding Freescale awards at the closing of the Freescale/NXP transaction into NXP awards) will be converted to awards to receive Qualcomm shares at the closing based on an exchange rate specified in the definitive agreement for the transaction and will continue to vest according to their existing vesting schedule. Any performance metrics relating to PSUs that are unvested as of the closing will cease to apply as of the closing and the PSUs will be subject solely to service-based vesting following the closing.
- In certain circumstances, if your employment terminates within one year after the closing, the vesting of your unvested RSUs, PSUs and Stock Options may be accelerated (see question below).

What happens to unvested equity awards if my employment status changes after the closing of the Qualcomm transaction?

- If your employment is terminated by Qualcomm other than for Cause within twelve months after the closing, the equity awards that were converted to awards to receive Qualcomm shares at the closing that remain unvested will be subject to accelerated vesting at the time your employment terminates.
- If you terminate your employment voluntarily or are terminated for Cause, you will forfeit any unvested equity awards, except in certain specific circumstances.

What happens if I leave the company before the Closing Date?

- You will be treated as a leaver under the applicable LTIP terms and conditions, and the Qualcomm transaction has no effect on that.

Will there be a new LTIP in the new company, and if so, when will it become active?

- Yes, there will be an LTIP, and the set-up and further terms will be determined as part of the integration planning.

How are the RSUs or Stock Options going to be handled for those leaving due to the Nexperia divestment?

- Those leaving due to the Nexperia divestment may only hold shares and options that are vested upon the closing date of such divestment. If these vested shares or options are held until the Qualcomm acquisition, they will be cashed out at closing. For employees moving to Nexperia, unvested awards will be forfeited upon closing of the Nexperia divestment; the replacement of unvested awards will be communicated by Nexperia.

Are there any restrictions on NXP employees related to buying NXP and/or Qualcomm shares during the period between now and the closing?

- You can buy and sell NXP shares between now and closing unless you have been notified of a trading restriction from our legal department. Additionally, a person who possesses inside information that may influence the NXP or Qualcomm share price should not engage in any transaction involving these securities.

I have Former Freescale Restricted Cash Award(s). What happens to those awards when NXP is acquired by Qualcomm?

- The awards will remain subject to the same terms and conditions as were applicable under the Freescale Plan and applicable award agreement. These, however, are no longer visible in the equity broker system. They will be paid out via payroll as they always have.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

THIS COMMUNICATION CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS WITH RESPECT TO THE TENDER OFFER AND RELATED TRANSACTIONS, INCLUDING THE TIMING OF THE COMPLETION OF THE TRANSACTION AND THE EXPECTED BENEFITS OF THE PROPOSED TRANSACTION. THESE FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY THE FACT THAT THEY DO NOT RELATE ONLY TO HISTORICAL OR CURRENT FACTS. FORWARD-LOOKING STATEMENTS OFTEN USE WORDS SUCH AS "ANTICIPATE", "TARGET", "EXPECT", "ESTIMATE", "INTEND", "PLAN", "GOAL", "BELIEVE", "HOPE", "AIM", "CONTINUE", "WILL", "MAY", "WOULD", "COULD" OR "SHOULD" OR OTHER WORDS OF SIMILAR MEANING OR THE NEGATIVE THEREOF. THERE ARE SEVERAL FACTORS WHICH COULD CAUSE ACTUAL PLANS AND RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED IN FORWARD-LOOKING STATEMENTS. SUCH FACTORS INCLUDE, BUT ARE NOT LIMITED TO, THE EFFECT OF THE ANNOUNCEMENT OF THE TENDER OFFER AND RELATED TRANSACTIONS ON THE COMPANY'S BUSINESS RELATIONSHIPS (INCLUDING, WITHOUT LIMITATION, PARTNERS AND CUSTOMERS), OPERATING RESULTS AND BUSINESS GENERALLY; THE OCCURRENCE OF ANY EVENT, CHANGE OR OTHER CIRCUMSTANCES THAT COULD GIVE RISE TO THE TERMINATION OF THE PURCHASE AGREEMENT, AND THE RISK THAT THE PURCHASE AGREEMENT MAY BE TERMINATED IN CIRCUMSTANCES THAT REQUIRE THE COMPANY TO PAY TERMINATION COMPENSATION; THE OUTCOME OF ANY LEGAL PROCEEDINGS THAT MAY BE INSTITUTED AGAINST THE COMPANY RELATED TO THE PURCHASE AGREEMENT; UNCERTAINTIES AS TO THE NUMBER OF SHAREHOLDERS OF THE COMPANY WHO MAY TENDER THEIR SHARES IN THE TENDER OFFER; THE FAILURE TO SATISFY OTHER CONDITIONS TO COMPLETION OF THE TRANSACTION, INCLUDING THE RECEIPT OF ALL REGULATORY APPROVALS RELATED TO THE TRANSACTION (AND ANY CONDITIONS, LIMITATIONS OR RESTRICTIONS PLACED ON THESE APPROVALS); RISKS THAT THE TENDER OFFER AND RELATED TRANSACTIONS DISRUPT CURRENT PLANS AND OPERATIONS AND THE POTENTIAL DIFFICULTIES IN EMPLOYEE RETENTION AS A RESULT OF THE PROPOSED TRANSACTIONS; THE EFFECTS OF LOCAL AND NATIONAL ECONOMIC, CREDIT AND CAPITAL MARKET CONDITIONS ON THE ECONOMY IN GENERAL, AND OTHER RISKS AND UNCERTAINTIES; AND THOSE RISKS AND UNCERTAINTIES DISCUSSED FROM TIME TO TIME IN OUR OTHER REPORTS AND OTHER PUBLIC FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC").

THESE FORWARD-LOOKING STATEMENTS ARE BASED ON NUMEROUS ASSUMPTIONS AND ASSESSMENTS MADE BY THE COMPANY IN LIGHT OF ITS EXPERIENCE AND PERCEPTION OF HISTORICAL TRENDS, CURRENT CONDITIONS, BUSINESS STRATEGIES, OPERATING ENVIRONMENT, FUTURE DEVELOPMENTS AND OTHER FACTORS IT BELIEVES APPROPRIATE. BY THEIR NATURE, FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS AND UNCERTAINTIES BECAUSE THEY RELATE TO EVENTS AND DEPEND ON CIRCUMSTANCES THAT WILL OCCUR IN THE FUTURE. THE FACTORS DESCRIBED IN THE CONTEXT OF SUCH FORWARD-LOOKING STATEMENTS IN THIS COMMUNICATION COULD CAUSE THE COMPANY'S PLANS, ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS, INDUSTRY RESULTS AND DEVELOPMENTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. ALTHOUGH IT IS BELIEVED THAT THE EXPECTATIONS REFLECTED IN SUCH FORWARD-LOOKING STATEMENTS ARE REASONABLE, NO ASSURANCE CAN BE GIVEN THAT SUCH EXPECTATIONS WILL PROVE TO HAVE BEEN CORRECT AND PERSONS READING THIS COMMUNICATION ARE THEREFORE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS WHICH SPEAK ONLY AS AT THE DATE OF THIS COMMUNICATION. THE COMPANY ASSUMES NO OBLIGATION TO UPDATE THE INFORMATION CONTAINED IN THIS COMMUNICATION (WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE), EXCEPT AS REQUIRED BY APPLICABLE LAW.

ADDITIONAL INFORMATION CONCERNING THESE AND OTHER FACTORS THAT MAY IMPACT OUR EXPECTATIONS AND PROJECTIONS CAN BE FOUND IN THE COMPANY'S ANNUAL REPORT ON FORM 20-F FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015 AND IN ITS REPORTS ON FORM 6-K. OUR SEC FILINGS ARE AVAILABLE PUBLICLY ON THE SEC'S WEBSITE AT WWW.SEC.GOV, ON OUR WEBSITE AT WWW.NXP.COM/INVESTOR.

IMPORTANT INFORMATION FOR INVESTORS AND SECURITY HOLDERS

THIS COMMUNICATION IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL ANY SECURITIES. THE SOLICITATION AND THE OFFER TO BUY COMMON SHARES OF THE COMPANY WILL ONLY BE MADE PURSUANT TO THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS THAT QUALCOMM INCORPORATED AND QUALCOMM RIVER HOLDINGS B.V. FILED WITH THE SEC AS PART OF THEIR SCHEDULE TO. THE COMPANY HAS FILED A SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WITH THE SEC **AND INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS, AS THEY MAY BE AMENDED FROM TIME TO TIME, CAREFULLY SINCE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER.** INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS AND OTHER DOCUMENTS FILED BY QUALCOMM INCORPORATED, QUALCOMM RIVER HOLDINGS B.V. AND THE COMPANY WITH THE SEC THROUGH ITS WEBSITE AT [HTTP://WWW.SEC.GOV](http://WWW.SEC.GOV). INVESTORS AND SECURITY HOLDERS MAY ALSO OBTAIN FREE COPIES OF THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC BY THE COMPANY AT [HTTP://WWW.NXP.COM/INVESTOR](http://WWW.NXP.COM/INVESTOR).