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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )**

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**FREESCALE SEMICONDUCTOR  
HOLDINGS I, LTD.**

(Name of Issuer)

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**Common Shares, par value \$0.01 per share**  
(Title of Class of Securities)

**G3727Q101**  
(CUSIP Number)

**December 31, 2011**  
(Date of Event which Requires filing of this Statement)

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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).

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CUSIP No. G3727Q101

1	NAMES OF REPORTING PERSONS	
	Carlyle Offshore Partners II Holdings, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		205,671,482
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		205,671,482
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	205,671,482	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	80.5%	
12	TYPE OF REPORTING PERSON	
	OO (Cayman Islands Exempt Company)	

CUSIP No. G3727Q101

1	NAMES OF REPORTING PERSONS	
	Carlyle Offshore Partners II, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		205,671,482
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		205,671,482
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	205,671,482	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	80.5%	
12	TYPE OF REPORTING PERSON	
	OO (Cayman Islands Exempt Company)	

CUSIP No. G3727Q101

1	NAMES OF REPORTING PERSONS	
	DBD Cayman Holdings, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		205,671,482
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		205,671,482
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	205,671,482	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	80.5%	
12	TYPE OF REPORTING PERSON	
	OO (Cayman Islands Exempt Company)	

CUSIP No. G3727Q101

1	NAMES OF REPORTING PERSONS	
	DBD Cayman, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		205,671,482
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		205,671,482
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	205,671,482	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	80.5%	
12	TYPE OF REPORTING PERSON	
	OO (Cayman Islands Exempt Company)	

CUSIP No. G3727Q101

1	NAMES OF REPORTING PERSONS	
	TCG Holdings Cayman II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		205,671,482
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		205,671,482
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	205,671,482	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	80.5%	
12	TYPE OF REPORTING PERSON	
	PN	

CUSIP No. G3727Q101

1	NAMES OF REPORTING PERSONS	
	TC Group Cayman Investment Holdings, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  205,671,482
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  205,671,482
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  205,671,482	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  80.5%	
12	TYPE OF REPORTING PERSON  PN	

**ITEM 1. (a) Name of Issuer:**  
Freescale Semiconductor Holdings I, Ltd. (the "Issuer")

**(b) Address of Issuer's Principal Executive Offices:**  
6501 William Cannon Dr. West  
Austin, Texas 78735

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Carlyle Offshore Partners II Holdings, Ltd.  
Carlyle Offshore Partners II, Ltd.  
DBD Cayman Holdings, Ltd.  
DBD Cayman, Ltd.  
TCG Holdings Cayman II, L.P.  
TC Group Cayman Investment Holdings, L.P.

**(b) Address or Principal Business Office:**

The address for each of the Reporting Persons is c/o Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands

**(c) Citizenship of each Reporting Person is:**

Each of the Reporting Persons is organized under the laws of the Cayman Islands.

**(d) Title of Class of Securities:**

Common shares, par value \$0.01 per share ("Common Shares").

**(e) CUSIP Number:**

G3727Q101

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Shares of the Issuer as of December 31, 2011, based upon 245,835,050 Common Shares outstanding as of January 27, 2012.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Offshore Partners II Holdings, Ltd.	205,671,482	80.5%	0	205,671,482	0	205,671,482
Carlyle Offshore Partners II, Ltd.	205,671,482	80.5%	0	205,671,482	0	205,671,482
DBD Cayman Holdings, Ltd.	205,671,482	80.5%	0	205,671,482	0	205,671,482
DBD Cayman, Ltd.	205,671,482	80.5%	0	205,671,482	0	205,671,482
TCG Holdings Cayman II, L.P.	205,671,482	80.5%	0	205,671,482	0	205,671,482
TC Group Cayman Investment Holdings, L.P.	205,671,482	80.5%	0	205,671,482	0	205,671,482

Freescale Holdings L.P. is the record holder of 196,136,895 Common Shares and a warrant currently exercisable for 9,534,587 Common Shares (together, the "Freescale Shares"). Freescale LP is controlled by its general partner, Freescale Holdings GP, Ltd. Entities that are directly or indirectly controlled by the Reporting Persons hold in the aggregate (1) 1,125,000 Class A limited partnership interests in Freescale Holdings L.P., representing 15.91% of the total Class A limited partnership interests outstanding, and (2) 250 shares of Freescale Holdings GP, Ltd., representing 25% of the total shares outstanding of Freescale Holdings GP, Ltd.

TCG Holdings Cayman II, L.P. is the general partner of TC Group Cayman Investment Holdings, L.P. DBD Cayman, Ltd. is the general partner of TCG Holdings Cayman II, L.P. DBD Cayman Holdings, Ltd. is the sole shareholder of DBD Cayman, Ltd. Accordingly, each of TC Group Cayman Investment Holdings, L.P., TCG Holdings Cayman II, L.P., DBD Cayman, Ltd. and DBD Cayman Holdings, Ltd. may be deemed to be beneficial owners of the Common Shares held by Freescale Holdings L.P.

DBD Cayman Holdings, Ltd. is controlled by its ordinary members, and all action relating to the voting or disposition of the Common Shares requires the approval of a majority of the ordinary members. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein are the ordinary members of DBD Cayman Holdings, Ltd. and, in such capacity, may be deemed to share beneficial ownership of Common Shares beneficially owned by DBD Cayman Holdings, Ltd. Such individuals expressly disclaim any such beneficial ownership.

Pursuant to an agreement between DBD Cayman Holdings, Ltd. and its Class B member, Carlyle Offshore Partners II, Ltd., ("COPS II"), COPS II has voting power over the Freescale Shares. The sole shareholder of Carlyle Offshore Partners II Ltd. is Carlyle Offshore Partners II Holdings, Ltd., which in turn has 13 members, with no member controlling more than 7.7% of the vote, consisting of William E. Conway, Jr., David M. Rubenstein, Daniel A. D'Aniello, Adam Palmer, Allan Holt, Bruce E. Rosenblum, Curtis L. Buser, Glenn A. Youngkin, Gregory Summe, Jean Pierre Millet, Jeffrey W. Ferguson, Peter J. Clare and Robert G. Stuckey.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable.

**SIGNATURE**

After reasonable 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:** February 14, 2012

**Carlyle Offshore Partners II Holdings, Ltd.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Director

**Carlyle Offshore Partners II, Ltd.**

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Director

**DBD Cayman Holdings, Ltd.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Ordinary Member

**DBD Cayman, Ltd.**

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Ordinary Member

**TCG Holdings Cayman II, L.P.**

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Ordinary Member

**TC Group Cayman Investment Holdings, L.P.**

by: TCG Holdings Cayman II, L.P., its general partner

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Ordinary Member

**LIST OF EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
24	Power of Attorney
99	Joint Filing Agreement

**POWER OF ATTORNEY**

The undersigned understands that, from time to time, the Carlyle Companies (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Curt Buser, Jeff Ferguson, David Pearson, Catherine Ziobro, R. Rainey Hoffman, Joanne Cosiol, Monica Harris, Jeremy Anderson, Bruno De Gusmao, Ann Siebecker, Andrea Pekala, Tom Mayrhofer, David Willich, Glen Goold, Orit Mizrachi, John Beczak, Rick Kappler, Matt LoRusso, Rob Konigsberg, Katey Bogue, James Sloan, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Carlyle Company and on behalf of each Carlyle Company, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Carlyle Company, in the undersigned's capacity as a Managing Director, authorized person, officer and/or director of each Carlyle Company, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Carlyle Company which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Carlyle Companies or entities that directly or indirectly hold interests in the Carlyle Companies.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by The Carlyle Group Employee Co., L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Carlyle Companies" shall consist of: (i) TWC Virginia, Inc., a Delaware corporation, TC Group, L.L.C., a Delaware limited liability company, TC Group Cayman, L.P., a Cayman Islands exempted limited partnership, TC Group Investment Holdings, L.P., a Delaware limited partnership and TC Group Cayman Investment Holdings, L.P., a Cayman Islands exempted limited partnership; (ii) their respective owners, including without limitation TCG Holdings, L.L.C., a Delaware limited liability company, TCG Holdings Cayman, L.P., a Cayman Islands exempted limited partnership, TCG Holdings II, L.P., a Delaware limited partnership, TCG Holdings Cayman II, L.P., a Cayman Islands exempted limited partnership, TCG Employee Co., L.L.C., a Delaware limited liability company, Carlyle Offshore Partners II, Ltd., a Cayman Islands exempted company with limited liability, Carlyle Offshore Partners II Holdings, Ltd., a Cayman Islands exempted company with limited liability, DBD Investors V, L.L.C., a Delaware limited liability company, DBD Investors V Holdings, L.L.C., a Delaware limited liability company, DBD Cayman, Ltd., a Cayman Islands exempted company with limited liability and DBD Cayman Holdings, Ltd., a Cayman Islands exempted company with limited liability; and (iii) the subsidiaries and affiliates of the foregoing in clauses (i) and (ii), including without limitation investment funds sponsored directly or indirectly by one or more of the Carlyle Companies.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11<sup>th</sup> day of February, 2011.

/s/ David M. Rubenstein

Name: David M. Rubenstein

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Shares beneficially owned by each of them of Freescale Semiconductor Holdings I, Ltd. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2012.

**Carlyle Offshore Partners II Holdings, Ltd.**

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Director

**Carlyle Offshore Partners II, Ltd.**

by: Carlyle Offshore Partners II Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Director

**DBD Cayman Holdings, Ltd.**

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member

**DBD Cayman, Ltd.**

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member

**TCG Holdings Cayman II, L.P.**

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member

**TC Group Cayman Investment Holdings, L.P.**

by: TCG Holdings Cayman II, L.P., its general partner

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member