

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ 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>TPG Group Holdings (SBS) Advisors, Inc.</u> (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH TX 76102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Freescal Semiconductor, Ltd. [FSL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former 10% Owner</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	12/07/2015		D ⁽¹⁾⁽²⁾		27,835,926.1	D	⁽¹⁾⁽²⁾	0	I	See Explanation of Responses ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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)
							Date Exercisable	Expiration Date					
					Code	V	(A)	(D)	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH TX 76102</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BONDERMAN DAVID</u> (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH TX 76102</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>COULTER JAMES G</u> (Last) (First) (Middle)

C/O TPG GLOBAL, LLC		
301 COMMERCE STREET, SUITE 3300		
(Street)		
FORT WORTH	TX	76102
(City)	(State)	(Zip)

Explanation of Responses:

1. The securities reported herein were disposed of pursuant to the Agreement and Plan of Merger, dated as of March 1, 2015 (the "Merger Agreement"), by and among NXP Semiconductors N.V. ("NXP"), Nimble Acquisition Limited ("Merger Sub") and Freescale Semiconductor, Ltd. (the "Issuer"), whereby Merger Sub merged with and into the Issuer with the Issuer surviving the merger as an indirect, wholly owned subsidiary of NXP (the "Merger").
2. At the effective time of the Merger, each common share of the Issuer (the "Freescale Shares"), issued and outstanding immediately prior to such time was cancelled (other than Freescale Shares held by the Issuer in treasury or owned by NXP, Merger Sub or any other direct or indirect wholly-owned subsidiary of NXP) and converted into the right to receive \$6.25 in cash, without interest, plus 0.3521 of a duly authorized, validly issued and fully paid ordinary share of NXP, par value EUR 0.20 per share (the "NXP Ordinary Shares") (together with cash in lieu of fractional Freescale Shares). As of the close of trading on December 7, 2015, the market price of NXP Ordinary Shares was \$86.25 per share.
3. On December 4, 2015, Freescale Holdings L.P. made a distribution of all of the Freescale Shares held by it to its limited partners, including 27,835,926.1 Freescale Shares to the TPG Funds (as defined below), as reported on the Form 4 filed by Freescale Holdings L.P. on December 8, 2015. Freescale Holdings L.P. was the direct holder of 196,980,050 Freescale Shares, whifreech were previously reported as beneficially owned by the Reporting Persons (as defined below).
4. David Bonderman and James G. Coulter are officers and sole stockholders of TPG Group Holdings (SBS) Advisors, Inc. ("TPG Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P. ("TPG Holdings"), which is (i) the sole shareholder of each of TPG GenPar IV-AIV Advisors, Inc. ("GenPar IV-AIV") and TPG GenPar V-AIV Advisors, Inc. ("GenPar V-AIV") and (ii) the sole member of TPG GenPar V Advisors, LLC ("GenPar V").
5. GenPar IV-AIV is the general partner of TPG GenPar IV-AIV, L.P., which is the general partner of TPG Partners IV-AIV, L.P. ("Partners IV"). GenPar V-AIV is the general partner of TPG GenPar V-AIV, L.P., which is the general partner of TPG Partners V-AIV, L.P. ("Partners V"). GenPar V is the general partner of TPG GenPar V, L.P. which is the general partner of both TPG FOF V-A, L.P. ("TPG FOF A") and TPG FOF V-B, L.P. ("TPG FOF B" and, together with Partners IV, Partners V and TPG FOF A, individually, a "TPG Fund" and collectively the "TPG Funds"). The TPG Funds held the Freescale Shares reported herein.
6. Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may have been deemed to have
7. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons were, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (9) Clive Bode is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated June 19, 2015, which were previously filed with the Securities and Exchange Commission.

<u>/s/ Clive Bode, Vice President,</u> <u>TPG Group Holdings (SBS) Advisors, Inc. (8)</u>	<u>12/09/2015</u>
<u>/s/ Clive Bode on behalf of David Bonderman (8)(9)</u>	<u>12/09/2015</u>
<u>/s/ Clive Bode on behalf of James G. Coulter (8)(9)</u>	<u>12/09/2015</u>
** 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.