STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 4

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

1. Name and Address of Reporting Person
GAIVRIELOV MOSHE
C/O NXP SEMICONDUCTORS N.V.
HIGH TECH CAMPUS 60
EINDHOVEN P7 5656 AG

2. Issuer Name and Ticker or Trading Symbol
NXP Semiconductors N.V. [ NXPI ]

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
X Director
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/29/2024</td>
<td></td>
<td>M</td>
<td>1,211 A</td>
<td>0,121</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/29/2024</td>
<td></td>
<td>F</td>
<td>531 D</td>
<td>$279.63</td>
<td>680 D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Derivative Security Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>05/29/2024</td>
<td>M</td>
<td>1,211 (2)</td>
<td>Common Stock</td>
<td>1,211 $0</td>
<td>0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>05/29/2024</td>
<td>A</td>
<td>822 (3)</td>
<td>Common Stock</td>
<td>822 $0</td>
<td>822 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Each Restricted Stock Unit represents the conditional right to receive one share of common stock.
2. The Restricted Stock Units vest 100% on the earlier of the first anniversary of the 11/7/2023 grant date and the date of the next annual general meeting of shareholders of NXP Semiconductors N.V. after the grant date.
3. The Restricted Stock Units vest 100% on the earlier of the first anniversary of the 5/29/2024 grant date and the date of the next annual general meeting of shareholders of NXP Semiconductors N.V. after the grant date.

Remarks:

/s/ Moshe Gavrielov by
Timothy Shelhamer under 05/31/2024
Power of Attorney

Signature of Reporting Person Date

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

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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.