Form 4

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

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

Securities and Exchange Commission

Other (specify) F 822
D 05/29/2024
M 2,179
(A) or
6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

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

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 (Check all applicable)
X Director
10% Owner
Other (specify below)

Rule 10b5-1(c) Transaction Indication
X Form filed by One Reporting Person

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 and 4)</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</td>
<td>A</td>
<td>$0</td>
<td>2,179</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/29/2024</td>
<td></td>
<td>F</td>
<td>420</td>
<td>D</td>
<td>$279.63</td>
<td>1,759</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 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>05/29/2024</td>
<td>M</td>
<td>1,211</td>
<td></td>
<td>1,211</td>
<td>Common Stock $0</td>
<td>0</td>
<td>D</td>
<td>Restricted Stock Unit $0</td>
<td>Restricted Stock Unit $0</td>
<td>Restricted Stock Unit $0</td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>05/29/2024</td>
<td>A</td>
<td>822</td>
<td></td>
<td>822</td>
<td>Common Stock $0</td>
<td>822</td>
<td>D</td>
<td>Restricted Stock Unit $0</td>
<td>Restricted Stock Unit $0</td>
<td>Restricted Stock Unit $0</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 05/29/2024 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 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.

Remarks:

/s/ Chunyuan Gu by Timothy Shelhamer under Power of Attorney

Signature of Reporting Person Date

05/31/2024

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).

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.