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

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

June 11, 2019

NXP Semiconductors N.V.

(Exact name of registrant as specified in charter)

The Netherlands
(Jurisdiction of incorporation or organization)

60 High Tech Campus, 5656 AG, Eindhoven, The Netherlands
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).

Yes No

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

Name and address of person authorized to receive notices
and communications from the Securities and Exchange Commission

Dr. Jean A.W. Schreurs
60 High Tech Campus

5656 AG Eindhoven — The Netherlands

On June 11, 2019, NXP Semiconductors N.V. (the “Company”) issued a press release announcing that NXP B.V. and NXP Funding LLC (together, the “Issuers”) have commenced a cash tender offer (the “Tender Offer”) for any and all of their outstanding 4.125% Senior Notes due 2020 (the “2020 Notes”). The Tender Offer is being made on the terms and subject to the conditions set forth in the offer to purchase and related letter of transmittal and notice of guaranteed delivery delivered to the holders of the 2020 Notes on June 11, 2019. Prior to the commencement of the Tender Offer, the Company guaranteed, on a senior unsecured basis, the 2020 Notes.

To the extent any of the outstanding 2020 Notes are not tendered and accepted in the Tender Offer, the Issuers currently expect that they will exercise their right to redeem such notes in accordance with the terms of the indenture governing the 2020 Notes. This report contains the Company’s press release dated June 11, 2019 entitled “NXP Commences Tender Offer for any and all 4.125% Senior Notes due 2020.”

This report also contains NXP Semiconductors N.V.’s press release dated June 11, 2019 entitled “NXP Announces Launch of Senior Unsecured Notes Offering.”

Exhibits

1. Press release dated June 11, 2019 entitled: “NXP Commences Tender Offer for any and all 4.125% Senior Notes due 2020”.
2. Press release dated June 11, 2019 entitled: “NXP Announces Launch of Senior Unsecured Notes Offering”.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized at Eindhoven, on the 11th of June 2019.

NXP Semiconductors N.V.

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

Name: Dr. Jean A.W. Schreurs

SVP and Chief Corporate Counsel

**NXP COMMENCES TENDER OFFER FOR
ANY AND ALL 4.125% SENIOR NOTES DUE 2020**

EINDHOVEN, The Netherlands, June 11, 2019 — NXP Semiconductors N.V. (NASDAQ:NXPI) (together with its subsidiaries, “NXP”) announced today that its subsidiaries NXP B.V. and NXP Funding LLC (together, the “Issuers”) have commenced a cash tender offer (the “Tender Offer”) for any and all of their outstanding 4.125% Senior Notes due 2020 (the “2020 Notes”). The Tender Offer is being made on the terms and subject to the conditions set forth in the Offer to Purchase dated June 11, 2019 (the “Offer to Purchase”) and the related letter of transmittal and notice of guaranteed delivery (collectively, the “Offer Documents”). Prior to the commencement of the Tender Offer, NXP Semiconductors N.V., the parent company of the Issuers, guaranteed, on a senior unsecured basis, the 2020 Notes.

The Tender Offer will expire at 5:00 p.m., New York City time, on June 17, 2019, unless extended or earlier terminated as described in the Offer to Purchase (such time and date, as they may be extended, the “Expiration Time”). Holders of the 2020 Notes (“Holders”) may withdraw their validly tendered 2020 Notes as described below. Holders are urged to read the Offer Documents carefully before making any decision with respect to the Tender Offer.

Certain information regarding the 2020 Notes and the Tender Offer Consideration is set forth in the table below.

<u>Title of Security</u>	<u>CUSIP / ISIN Nos.</u>	<u>Principal Amount Outstanding</u>	<u>U.S. Treasury Reference Security</u>	<u>Bloomberg Reference Page</u>	<u>Fixed Spread</u>
4.125% Senior Notes due 2020	144A: 62947QAS7 / US62947QAS75 Reg S: N65965AS9 / USN65965AS93	\$600,000,000	1.500% UST due June 15, 2020	FIT4	+50 bps

The “Tender Offer Consideration” for each \$1,000 principal amount of the 2020 Notes validly tendered and accepted for purchase pursuant to the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the fixed spread for the 2020 Notes specified above plus the yield based on the bid-side price of the U.S. Treasury Reference Security specified above, as quoted on the Bloomberg Bond Trader FIT4 series of pages, at 2:00 p.m., New York City time, on June 17, 2019, the date on which the Tender Offer is currently scheduled to expire.

Holders will also receive accrued and unpaid interest on the 2020 Notes validly tendered and accepted for purchase from the June 15, 2019 interest payment date up to, but not including, the date on which the Issuers make payment for such 2020 Notes, which date is anticipated to be June 18, 2019.

Holders who validly tender (and do not validly withdraw) their 2020 Notes at or prior to the Expiration Time or pursuant to the guaranteed delivery procedures described in the Offer Documents, will be eligible to receive in cash the Tender Offer Consideration.

Holders who validly tender their 2020 Notes may validly withdraw their tendered 2020 Notes at any time prior to the earlier of (i) the Expiration Time and (ii) if the Tender Offer is extended, the 10th business day after commencement of the Tender Offer. Notes may also be validly withdrawn at any time after the 60th business day after commencement of the Tender Offer if for any reason the Tender Offer has not been consummated by that date.

The Tender Offer is subject to the satisfaction or waiver of certain conditions, including the successful completion by the Issuers and NXP USA, Inc. (together with the Issuers, the “Offering Issuers”) of an offering (the “Offering”) of new senior notes on terms satisfactory to the Offering Issuers in their sole discretion, generating net proceeds in an amount that is sufficient to effect (i) the repurchase of the 2020 Notes validly tendered and accepted

for purchase pursuant to the Tender Offer and the redemption, in accordance with the terms of the indenture governing the 2020 Notes, of all 2020 Notes remaining outstanding after the Tender Offer, if applicable, including the payment of any premiums, accrued interest and costs and expenses incurred in connection with the foregoing and (ii) the refinancing of the \$1,150 million aggregate principal amount of dollar denominated Cash Convertible Notes due 2019 issued by NXP Semiconductors N.V. on December 1, 2014 upon their maturity on December 1, 2019. If any 2020 Notes remain outstanding after the consummation of the Tender Offer, the Issuers expect (but are not obligated) to redeem such 2020 Notes in accordance with the terms and conditions set forth in the related indenture. The Offering is not conditioned on the completion of the Tender Offer.

The Company has engaged BofA Merrill Lynch, Citigroup and Goldman Sachs & Co. LLC to act as dealer managers (collectively, the “Dealer Managers”) in connection with the Tender Offer, and has appointed D.F. King & Co., Inc. (“DF King”) to serve as the tender agent and information agent for the Tender Offer. Copies of the Offer Documents are available via the Tender Offer website at www.dfking.com/nxpi or by contacting DF King in New York via email at nxpi@dfking.com or via telephone at (212) 269-5550 (banks and brokers) or (800) 488-8095 (all others). Questions regarding the terms of the Tender Offer should be directed to BofA Merrill Lynch at (980) 387-3907 (collect) or (888) 292-0070 (toll-free), Citigroup at (212) 723-6106 (collect) or (800) 558-3745 (toll-free) or Goldman Sachs & Co. LLC at (212) 902-6351 (collect) or (800) 828-3182 (toll-free).

None of the Issuers, their boards of directors or manager, as applicable, the Dealer Managers, DF King or the trustee for the 2020 Notes, or any of their respective affiliates, is making any recommendation as to whether Holders should tender any 2020 Notes in response to the Tender Offer. Holders must make their own decision as to whether to tender any of their 2020 Notes and, if so, the principal amount of 2020 Notes to tender.

This press release is neither an offer to purchase nor a solicitation of an offer to sell any of the 2020 Notes, or an offer to sell or a solicitation of an offer to purchase the new notes pursuant to the Offering nor is it a solicitation for acceptance of the Tender Offer, nor shall it constitute a notice of redemption under the indenture governing the 2020 Notes. The Issuers are making the Tender Offer only by, and pursuant to the terms of, the Offer Documents. The Tender Offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

About NXP Semiconductors

NXP Semiconductors N.V. (NASDAQ:NXPI) enables secure connections and infrastructure for a smarter world, advancing solutions that make lives easier, better and safer. As the world leader in secure connectivity solutions for embedded applications, NXP is driving innovation in the secure connected vehicle, end-to-end security & privacy and smart connected solutions markets. Built on more than 60 years of combined experience and expertise, the company has over 30,000 employees in more than 30 countries and posted revenue of \$9.41 billion in 2018.

Forward-Looking Statements

This document includes forward-looking statements which include statements relating to the Offering, the Tender Offer, the redemption of 2020 Notes not tendered in the Tender Offer, if any, and the refinancing of the Cash Convertible Notes. By their nature, forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties include the following: the risk that the Tender Offer, the Offering, the redemption of the 2020 Notes, if any, and the refinancing of the Cash Convertible Notes may not be completed on the proposed terms, or at all. The following risks, among others, could affect our business and financial performance: market demand and semiconductor industry conditions; the ability to successfully introduce new technologies and products; the end-market demand for the goods into which NXP’s products are incorporated; the ability to generate sufficient cash, raise sufficient capital or refinance corporate debt at or before maturity; the ability to meet the combination of corporate debt service, research and development and capital investment requirements; the ability to accurately estimate demand and match manufacturing production capacity accordingly or obtain supplies from third-party producers; the access to production capacity from third-party outsourcing partners, and any events that might affect third-party business partners or NXP’s relationship with them; the ability to secure adequate and timely supply of

equipment and materials from suppliers; the ability to avoid operational problems and product defects and, if such issues were to arise, to correct them quickly; the ability to form strategic partnerships and joint ventures and to successfully cooperate with alliance partners; the ability to win competitive bid selection processes to develop products for use in customers' equipment and products; the ability to achieve targeted efficiencies and cost savings; the ability to successfully hire and retain key management and senior product architects; and, the ability to maintain good relationships with our suppliers. Readers are cautioned not to place undue reliance on forward-looking statements, which speak to results only as of the date the statements were made. Except for any ongoing obligation to disclose material information as required by the United States federal securities laws, NXP does not have any intention or obligation to publicly update or revise any forward-looking statements in the future. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in NXP's filings with the Securities and Exchange Commission. Copies of NXP's filings with the Securities and Exchange Commission are available on NXP's Investor Relations website, www.nxp.com/investor or from the SEC website, www.sec.gov. The information included on NXP's website is not incorporated into this press release.

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NXP Announces Launch of Senior Unsecured Notes Offering

EINDHOVEN, The Netherlands, June 11, 2019 — NXP Semiconductors N.V. (NASDAQ:NXPI) (together with its subsidiaries, “NXP”) announced today that its subsidiaries NXP B.V., NXP Funding LLC and NXP USA, Inc. (together, the “Issuers”) intend to commence a private offering of senior unsecured notes (the “Notes”) pursuant to Rule 144A and Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”).

The Notes will be fully and unconditionally guaranteed on a senior basis by NXP Semiconductors N.V. and will be structurally subordinated to the liabilities, including trade payables, of NXP’s other subsidiaries. In addition, the Notes will be effectively junior to all future secured debt of the Issuers and NXP Semiconductors N.V., to the extent of the value of the assets securing such debt.

NXP intends to use the net proceeds from the offering of the Notes for general corporate purposes, including repayment of indebtedness or corporate expenditures. NXP currently expects to use a portion of the proceeds to fund the concurrent cash tender offer for any and all of the \$600,000,000 outstanding aggregate principal amount of 4.125% Senior Notes due June 15, 2020 (the “4.125% 2020 Notes”) (the “Tender Offer”) and to redeem, in accordance with the terms of the indenture governing the 4.125% 2020 Notes, any 4.125% 2020 Notes that remain outstanding thereafter, if any (the “2020 Notes Redemption”), including the payment of all premiums, accrued interest and costs and expenses in connection with the Tender Offer and the 2020 Notes Redemption. NXP also expects to use a portion of the proceeds to permanently refinance the \$1,150 million aggregate principal amount of outstanding Cash Convertible Notes upon their maturity on December 1, 2019. Pending this utilization, NXP may temporarily invest the corresponding net proceeds in short term investment grade liquid investments.

The Notes will be offered in the United States to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-United States persons in compliance with Regulation S under the Securities Act. The Notes have not been registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or exemption under the securities laws of any such jurisdiction.

No offer or sale of the Notes, as guaranteed by NXP Semiconductors N.V., shall be made in any jurisdiction where such an offer or sale would be unlawful.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“MiFID II”); (ii) a customer within the meaning of Directive 2002/92/EC, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended. Consequently no key information document required by Regulation (EU) No. 1286/2014, as amended (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

About NXP Semiconductors

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Forward-looking Statements

This document includes forward-looking statements which include statements regarding the offering of the Notes, the Tender Offer and the 2020 Notes Redemption and the refinancing of the Cash Convertible Notes. By their nature, forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties include the following: the risk that the offering of the Notes, the Tender Offer and the 2020 Notes Redemption and the refinancing of the Cash Convertible Notes may not be completed on the proposed terms, or at all. The following risks, among others, could affect our business and financial performance: market demand and semiconductor industry conditions; the ability to successfully introduce new technologies and products; the end-market demand for the goods into which NXP’s products are incorporated; the ability to generate sufficient cash, raise sufficient capital or refinance corporate debt at or before maturity; the ability to meet the combination of corporate debt service, research and development and capital investment requirements; the ability to accurately estimate demand and match manufacturing production capacity accordingly or obtain supplies from third-party producers; the access to production capacity from third-party outsourcing partners, and any events that might affect third-party business partners or NXP’s relationship with them; the ability to secure adequate and timely supply of equipment and materials from suppliers; the ability to avoid operational problems and product defects and, if such issues were to arise, to correct them quickly; the ability to form strategic partnerships and joint ventures and to successfully cooperate with alliance partners; the ability to win competitive bid selection processes to develop products for use in customers’ equipment and products; the ability to achieve targeted efficiencies and cost savings; the ability to successfully hire and retain key management and senior product architects; and, the ability to maintain good relationships with our suppliers. Readers are cautioned not to place undue reliance on forward-looking statements, which speak to results only

as of the date the statements were made. Except for any ongoing obligation to disclose material information as required by the United States federal securities laws, NXP does not have any intention or obligation to publicly update or revise any forward-looking statements in the future. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in NXP's filings with the Securities and Exchange Commission. Copies of NXP's filings with the Securities and Exchange Commission are available on NXP's Investor Relations website, www.nxp.com/investor or from the SEC website, www.sec.gov. The information included on NXP's website is not incorporated into this press release.

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