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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person*  <u>Permira IV Managers LP</u>  (Last) (First) (Middle) <u>C/O PERMIRA IV MANAGERS L.P.</u> <u>TRAFALGAR COURT</u>  (Street) <u>LES BANQUES Y7</u> <u>GY1 3QL</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Freescal Semiconductor, Ltd. [ FSL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

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 Shares	12/07/2015		D		31,315,416	D	\$0.00 <sup>(1)(2)</sup>	0	I	See footnote <sup>(3)</sup>

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

**Explanation of Responses:**

1. 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 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"). At the effective time of the Merger, each Common Share of the Issuer (the "Freescal Shares"), issued and outstanding immediately prior to such time was cancelled (other than Freescal 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 Freescal Shares).

2. (cont'd) As of the close of trading on December 7, 2015, the market price of NXP Ordinary Shares was \$86.25 per share.

3. The Reporting Person may be deemed to be a beneficial owner of these securities via entities that are directly or indirectly controlled by the Reporting Person. On December 4, 2015, Freescal Holdings L.P. made a distribution of all of the Freescal Shares held by it to its limited partners, including 31,315,416 Freescal Shares to entities that are directly or indirectly controlled by the Reporting Person, as reported on the Form 4 filed by Freescal Holdings L.P. on December 8, 2015. Freescal Holdings L.P. was the direct holder of 196,980,050 Freescal Shares, which were previously reported as beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

**Remarks:**

The Reporting Person is filing this statement as a director because Thomas H. Lister, a member of Permira Advisers LLC, which entity is an adviser to the Reporting Person, served on the Issuer's board of directors until the effective time of the Merger (as defined in the Merger Agreement). The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.

/s/ David Emery, Alternative Director

12/09/2015

\*\* 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.