

| OMB APPROVAL                                 |           |
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**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*<br><u>Owen Stephen</u><br><hr/> (Last) (First) (Middle)<br><u>C/O NXP SEMICONDUCTORS N.V.</u><br><u>HIGH TECH CAMPUS 60</u><br><hr/> (Street)<br><u>EINDHOVEN P7 5656AG</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NXP Semiconductors N.V. [ NXPI ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP Sales &amp; Marketing</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/27/2021</u>                  |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 Stock                    | 10/27/2021                           |  | M                              |   | 1,876   | A          | \$0      | 30,090  | D  |   |
| Common Stock                    | 10/27/2021                           |  | F                              |   | 929   | D          | \$196.15 | 29,161  | D  |   |
| Common Stock                    | 10/29/2021                           |  | M                              |   | 2,185   | A          | \$0      | 31,346  | D  |   |
| Common Stock                    | 10/29/2021                           |  | F                              |   | 1,082   | D          | \$199.9  | 30,264  | D  |   |

**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 |   |  |  |   |  |
| Restricted Stock Unit                      | (1)  | 10/27/2021                           |  | M                              |   | 1,876  | (2) | 10/27/2023   | Common Stock    | 1,876   | \$0  | 3,754  | D   |  |
| Restricted Stock Unit                      | (1)  | 10/29/2021                           |  | M                              |   | 2,185  | (3) | 10/29/2022   | Common Stock    | 2,185   | \$0  | 2,186  | D   |  |

**Explanation of Responses:**

- Each Restricted Stock Unit represents the conditional right to receive one share of common stock.
- The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/27/2020 grant date (subject to the terms of the reporting person's award agreement).
- The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/29/2019 grant date (subject to the terms of the reporting person's award agreement).

**Remarks:**

/s/ Stephen Owen by Dr. Jean A.W. Schreurs under Power of Attorney 10/29/2021

\*\* 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.