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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 27, 2020

NXP Semiconductors N.V.

(Exact name of Registrant as specified in charter)

Netherlands

(State or other jurisdiction
of incorporation)

001-34841

(Commission
file number)

98-1144352

(IRS employer
identification number)

60 High Tech Campus

Eindhoven

Netherlands

(Address of principal executive offices)

5656 AG

(Zip code)

+31 40 2729999

(Registrant's telephone number, including area code)

NA

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Number of each exchange on which registered
Common shares, EUR 0.20 par value	NXPI	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933

(§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 4.01 Changes in Registrant's Certifying Accountant.

(b) Appointment of New Independent Registered Public Accounting Firm

As previously reported on the Current Report on Form 8-K filed by the Company on November 22, 2019, the Board of Directors of NXP Semiconductors N.V. (the "Company"), as advised by the Audit Committee, recommended that Ernst & Young Accountants LLP ("EY") stand for appointment as the Company's independent registered public accounting firm for the Company's fiscal years ending December 31, 2020 through December 31, 2022 at the 2020 Annual General Meeting of Shareholders (the "2020 AGM"). As described in more detail in Item 5.07 below, EY was formally appointed as the independent registered public accounting firm for NXP Semiconductors N.V. (the "Company") for the fiscal years ending December 31, 2020 through December 31, 2022 at the 2020 AGM.

During the years ended December 31, 2019 and December 31, 2018, neither the Company nor anyone acting on its behalf consulted with EY regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and no written report or oral advice was provided to the Company that EY concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue, or (ii) any matters that were the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or (iii) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Following the previous announcement on March 5, 2020, at the 2020 AGM on May 27, 2020, Kurt Sievers was appointed as the Company's executive director and chief executive officer to succeed Richard Clemmer effective as of the 2020 AGM. A description of the compensation arrangements related to Mr. Sievers's appointment and a copy of the CEO Agreements can be found on the Current Report on Form 8-K filed by the Company on March 9, 2020. Additionally, a copy of the Company's press release announcing Mr. Sievers's appointment as CEO and executive director is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company announced the results of its 2020 AGM held on May 27, 2020.

The General Meeting of Shareholders voted upon the following resolutions:

1. Adoption of the 2019 statutory annual accounts

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
226,742,700	46,406	316,134	12,403,859

2. Granting discharge to the directors for their responsibilities in the financial year 2019

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
238,463,695	341,738	703,666	0

- 3a. Appointment of Mr. Kurt Sievers as executive director with effect from May 27, 2020

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
226,352,275	433,927	319,038	12,403,859

- 3b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from May 27, 2020

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
206,930,209	19,839,209	335,822	12,403,859

- 3c. Re-appointment of Mr. Kenneth A. Goldman as non-executive director with effect from May 27, 2020

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
180,291,750	46,423,165	390,325	12,403,859

- 3d. Re-appointment of Mr. Josef Kaeser as non-executive director with effect from May 27, 2020

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
179,930,043	46,786,980	388,217	12,403,859

- 3e. Re-appointment of Ms. Lena Olving as non-executive director with effect from May 27, 2020

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	208,542,806	18,222,944	339,490	12,403,859
3f. Re-appointment of Mr. Peter Smitham as non-executive director with effect from May 27, 2020				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	206,088,722	20,668,552	347,966	12,403,859
3g. Re-appointment of Ms. Julie Southern as non-executive director with effect from May 27, 2020				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	222,665,353	4,102,444	337,443	12,403,859
3h. Re-appointment of Ms. Jasmin Staiblin as non-executive director with effect from May 27, 2020				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	225,342,519	1,425,658	337,063	12,403,859
3i. Re-appointment of Mr. Gregory Summe as non-executive director with effect from May 27, 2020				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	225,887,487	869,737	348,016	12,403,859
3j. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from May 27, 2020				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	225,671,498	1,094,323	339,419	12,403,859
4. Authorization of the Board of Directors (the “Board”) to issue ordinary shares, par value €0.20 per share, of the Company (“ordinary shares”) and grant rights to acquire ordinary shares				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	238,146,124	1,248,715	114,260	0
5. Authorization of the Board to restrict or exclude pre-emption rights accruing in connection with an issue of shares or grant of rights				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	233,177,824	6,153,528	177,747	0
6. Authorization of the Board to repurchase ordinary shares				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	237,822,091	1,352,595	334,413	0
7. Authorization of the Board to cancel ordinary shares held or to be acquired by the Company				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	239,051,015	333,818	124,266	0
8. Appointment of Ernst & Young Accountants LLP as our independent auditors for a three-year period, starting with the fiscal year ending December 31, 2020				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	238,742,830	456,400	309,869	0
9. Determination of the remuneration of the members and Chair of the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee of the Board				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	225,039,711	1,449,083	616,446	12,403,859
10. Amendment of the Company’s Articles of Association				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	226,615,437	112,251	377,552	12,403,859
11. Approval, on a non-binding, advisory basis, of our Named Executive Officer compensation				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	82,030,714	144,675,451	399,075	12,403,859

12. Recommendation, on a non-binding, advisory basis, of the frequency of future advisory votes on Named Executive Officer compensation

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>
226,000,726	199,801	588,729	315,984

In light of the overwhelming support of shareholders in favor of holding an advisory and non-binding shareholder vote regarding named executive officer compensation on an annual basis and the other factors considered by the Company's Board of Directors in making its original recommendation to the shareholders, the Company has determined to hold future advisory and non-binding shareholder votes on named executive compensation on an annual basis, until such time as the next advisory vote is submitted to shareholders regarding the frequency of advisory votes on executive compensation.

Item 8.01 Other Events.

On May 28, 2020, the Board approved the payment of an interim dividend for the second quarter of 2020 of \$0.375 per ordinary share. The interim dividend will be paid on July 6, 2020 to shareholders of record as of June 15, 2020.

A copy of the Company's press release announcing the dividend payment is attached as Exhibit 99.2 to this Current Report on Form 8-K, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1	Press release dated May 27, 2020 entitled: "NXP Semiconductors Shareholders Elect Kurt Sievers as Chief Executive Officer"
99.2	Press release dated May 28, 2020 entitled: "NXP Semiconductors Announces Quarterly Dividend" .
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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 hereunto duly authorized.

NXP Semiconductors N.V.

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

Name: Dr. Jean A.W. Schreurs

Title: SVP and Chief Corporate Counsel

Date: May 28, 2020



NXP Semiconductors Shareholders Elect Kurt Sievers as Chief Executive Officer

EINDHOVEN, The Netherlands, May 27, 2020 – NXP Semiconductors N.V. (NASDAQ: NXPI) today announced that at its Annual General Meeting of Shareholders (“AGM”), shareholders overwhelmingly approved the appointment of Kurt Sievers, 51, as an executive director and the company’s Chief Executive Officer, effective immediately. In this capacity Mr. Sievers will also remain President of NXP, a role he has held since 2018. As previously announced, Richard “Rick” Clemmer, who previously led the company for 11 years, will remain a strategic advisor to NXP.

“On behalf of the NXP Board of Directors, we are pleased to officially welcome Kurt as our next Chief Executive Officer,” said Sir Peter Bonfield, NXP Chairman of the Board. “Kurt has proven himself exceptionally qualified to lead NXP into its next chapter, and I could not be more confident in his abilities as he leads the company through the current unpredictable and fluid environment. His expertise across business segments, passion for innovation and connections with NXP investors, customers, and employees around the world make Kurt the right leader to continue and build on the company’s successful strategy for years to come.”

“I am truly humbled and honored to have been granted the opportunity to lead this fine company – a company that I am proud to have been with since our founding in 2006,” said Kurt Sievers. “While we face unprecedented times, I remain confident in our winning strategy to develop and profitably grow market leading and highly differentiated businesses, and continue to foster a culture of innovation and collaboration. I look forward to continuing to work alongside the very best and brightest team and I am committed to ensure the safety and well-being of each and every one of our employees as we weather the pandemic. I could not be prouder of how we have adapted and stayed focused in these times, and I am confident that we will emerge from this stronger, leading NXP into its promising future.”

Since September 2018, Sievers has been the President of NXP, with direct oversight and management of all NXP’s business lines. Sievers joined NXP (then Philips Semiconductors) in 1995, and rapidly moved through a series of Marketing & Sales, Product Definition & Development, Strategy and General Management leadership positions across a broad number of market segments. He has been a member of the executive management team since 2009, where he has been instrumental in the definition and implementation of the NXP High-Performance Mixed Signal strategy. In 2015, Sievers was influential in the merger of NXP and Freescale Semiconductors, which resulted in creating one of the leading semiconductor companies, with distinct leadership in Automotive semiconductors and Secure Edge Processing.

About NXP Semiconductors

NXP Semiconductors N.V. (NASDAQ: NXPI) enables secure connections 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 automotive, industrial & IoT, mobile, and communication infrastructure markets. Built on more than 60 years of combined experience and expertise, the company has approximately 29,000 employees in more than 30 countries and posted revenue of \$8.88 billion in 2019. Find out more at www.nxp.com.

Forward-looking Statements

This document includes forward-looking statements which include statements regarding NXP’s business strategy, financial condition, results of operations, and market data, as well as any other statements which are not historical facts. 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 duration and spread of the COVID-19 outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume; 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; trade disputes between the U.S. and China, potential increase of barriers to international trade and resulting disruptions to our established supply chains; 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; any events that might affect third-party business partners or NXP's relationship with them, including the outbreak of COVID-19 or the requirements to suspend activities with customers or suppliers because of changing import and export regulations; 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. In addition, this document contains information concerning the semiconductor industry and NXP's business generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry, NXP's markets and product areas may develop. NXP has based these assumptions on information currently available, if any one or more of these assumptions turn out to be incorrect, actual results may differ from those predicted. While NXP does not know what impact any such differences may have on its business, if there are such differences, its future results of operations and its financial condition could be materially adversely affected. Readers are cautioned not to place undue reliance on these 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 after we distribute this document, whether to reflect any future events or circumstances or otherwise. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in our SEC filings. Copies of our SEC filings are available on our Investor Relations website, www.nxp.com/investor or from the SEC website, www.sec.gov.

For further information, please contact:

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NXP-CORP



NXP Semiconductors Announces Quarterly Dividend

EINDHOVEN, The Netherlands, May 28, 2020 – NXP Semiconductors N.V. (NASDAQ: NXPI) today announced that, as part of its Quarterly Dividend Program, its board of directors has approved the payment of an interim dividend for the second quarter of 2020 of \$0.375 per ordinary share. The interim dividend will be paid in cash on July 6, 2020 to shareholders of record as of June 15, 2020.

Taxation – Cash Dividends

Cash dividends will be subject to the deduction of Dutch dividend withholding tax at the rate of 15 percent, which may be reduced in certain circumstances. Non-Dutch resident shareholders, depending on their circumstances, may be entitled to a full or partial refund of Dutch dividend withholding tax. If you are uncertain as to the tax treatment of any dividends, consult your tax advisor.

About NXP Semiconductors

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This document includes forward-looking statements which include statements regarding NXP's interim dividend for the first quarter of 2020. 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 duration and spread of the COVID-19 outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume; 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; trade disputes between the U.S. and China, potential increase of barriers to international trade and resulting disruptions to our established supply chains; 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; any events that might affect third-party business partners or NXP's relationship with them, including the outbreak of COVID-19 or the requirements to suspend activities with customers or suppliers because of changing import and export regulations; 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. In addition, this document contains information concerning the semiconductor industry and NXP's business generally, which is forward-looking in nature and

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For further information, please contact:

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