

**\$1,500,000,000**

**NXP B.V.**  
**NXP FUNDING LLC**  
**NXP USA, INC.**

**May 12, 2022**

**\$500,000,000 4.400% SENIOR NOTES DUE 2027**

**\$1,000,000,000 5.000% SENIOR NOTES DUE 2033**

Issuers: NXP B.V., NXP Funding LLC and NXP USA, Inc. (collectively, the “Issuers” or “we”)

Notes: \$500,000,000 4.400% Senior Notes due 2027 (the “2027 Notes”)  
\$1,000,000,000 5.000% Senior Notes due 2033 (the “2033 Notes”)

Guarantor: The Notes will be guaranteed by NXP Semiconductors N.V., the holding company of NXP B.V.

Principal Amount: 2027 Notes: \$500,000,000  
2033 Notes: \$1,000,000,000

Use of Proceeds: We estimate that the net proceeds to us from this offering, after deducting the Underwriters’ discounts and commissions payable by us, will be approximately \$1,490,615,000.

We intend to use the net proceeds from the offering of the 2027 Notes, together with all or a portion of the net proceeds of the 2033 Notes to redeem the \$900 million aggregate principal amount of the outstanding 4.625% 2023 Notes in accordance with the terms of the indenture governing the 4.625% 2023 Notes, including all premiums, accrued interest and costs and expenses related to the 4.625% 2023 Notes Redemption. Any remaining net proceeds from the 2027 Notes will be temporarily held as cash and other short term securities or used for general corporate purposes, which may include capital expenditures or short-term debt repayment. We intend to allocate an amount equal to the net proceeds of the 2033 Notes to Eligible Green Projects (as defined below). Pending the allocation of an amount equal to the proceeds of the 2033

Notes toward Eligible Green Projects, we expect to temporarily use all or a portion of the net proceeds from the offering of the 2033 Notes to help fund the redemption of the 4.625% 2023 Notes. As of April 3, 2022, \$900 million aggregate principal amount of the 4.625% 2023 Notes was outstanding. The 4.625% 2023 Notes bear interest at a rate per annum of 4.625% and mature on June 2, 2023. We are under no obligation to redeem the 4.625% 2023 Notes prior to their maturity.

Stated Maturity Date:	2027 Notes: June 1, 2027 2033 Notes: January 15, 2033
Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Offering Price:	2027 Notes: 99.846%, plus accrued interest, if any, from May 16, 2022 2033 Notes: 99.701%, plus accrued interest, if any, from May 16, 2022
Coupon:	2027 Notes: 4.400% per annum 2033 Notes: 5.000% per annum
Yield to Maturity:	2027 Notes: 4.434% 2033 Notes: 5.035%
Benchmark Treasury:	2027 Notes: 2.750% UST due April 30, 2027 2033 Notes: 1.875% UST due February 15, 2032
Benchmark Treasury Price / Yield:	2027 Notes: 99-27 / 2.784% 2033 Notes: 91-27 <sup>3</sup> / <sub>4</sub> / 2.835%
Spread to Benchmark Treasury:	2027 Notes: T + 165 basis points 2033 Notes: T + 220 basis points
Expected Ratings (Outlook):*	Moody's: Baa3 (stable); S&P: BBB (stable); Fitch: BBB (stable)
Interest Payment Dates:	2027 Notes: June 1 and December 1, beginning on December 1, 2022 2033 Notes: January 15 and July 15, beginning on January 15, 2023

Record Dates: 2027 Notes: May 15 and November 15  
2033 Notes: January 1 and July 1

Par Call: 2027 Notes: Par call on or after May 1, 2027 (the date that is one month prior to the final maturity date)  
2033 Notes: Par call on or after October 15, 2032 (the date that is three months prior to the final maturity date)

Make-Whole Call: 2027 Notes: Callable at make-whole call of T+25 basis points  
2033 Notes: Callable at make-whole call of T+35 basis points

CUSIP / ISIN: 2027 Notes: 62954H BE7 / US62954HBE71  
2033 Notes: 62954H BB3 / US62954HBB33

Joint Bookrunners: Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
Goldman Sachs & Co. LLC  
Rabo Securities USA, Inc.  
SMBC Nikko Securities America, Inc.

Trade Date: May 12, 2022

Settlement Date: May 16, 2022 (T+2)

Distribution: SEC-registered

Governing Law: State of New York

\* \* \* \*

\* Note: These securities ratings are expected to be provided by Moody's, S&P and Fitch. None of these ratings is a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.

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No prospectus is required, in any member state of the European Economic Area, in accordance with Regulation (EU) 2017 / 1129 or, in the United Kingdom, in accordance with Regulation (EU) 2017 / 1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

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