

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

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Blackstone Management Associates (Cayman) V L.P.</u>  (Last) (First) (Middle) <u>C/O THE BLACKSTONE GROUP L.P.</u> <u>345 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10154</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)	

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		94,504,498.5	D	(1)(2)	0	I	See footnotes <sup>(3)</sup> (4)(5)(6)

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Blackstone Management Associates (Cayman) V L.P.</u>  (Last) (First) (Middle) <u>C/O THE BLACKSTONE GROUP L.P.</u> <u>345 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10154</u>  (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>Blackstone LR Associates (Cayman) V Ltd.</u>  (Last) (First) (Middle) <u>C/O THE BLACKSTONE GROUP L.P.</u> <u>345 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10154</u>  (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>BCP V GP L.L.C.</u>
--

(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Blackstone Holdings III L.P.](#)

(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Blackstone Holdings III GP L.P.](#)

(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Blackstone Holdings III GP Management L.L.C.](#)

(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Blackstone Group L.P.](#)

(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Blackstone Group Management L.L.C.](#)

(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

SCHWARZMAN STEPHEN A

(Last)

(First)

(Middle)

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

(Street)

NEW YORK

NY

10154

(City)

(State)

(Zip)

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 Freescale 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 Freescale 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. On December 4, 2015, Freescale Holdings L.P. made a distribution of all of the Freescale Shares held directly by it to its limited partners, including 94,504,498.5 Freescale Shares to funds that are directly or indirectly controlled by the Reporting Persons and certain of their affiliates, as reported on the Form 4 filed by Freescale Holdings L.P. on December 8, 2015. Freescale Holdings L.P. was the direct holder of 196,980,050 Freescale Shares, which were previously reported as indirectly beneficially owned by the Reporting Persons (to the extent of their pecuniary interest therein).
4. (cont'd) The Blackstone Funds (as defined below) held 250 shares of Freescale Holdings GP, Ltd., representing 25% of the total shares outstanding, as follows: (i) 88 shares held by Blackstone Capital Partners (Cayman) V L.P. ("BCP V"), whose general partner is Blackstone Management Associates (Cayman) V L.P. ("BMA V"); (ii) 82 shares held by Blackstone Capital Partners (Cayman) V-A L.P. ("BCP V-A"), whose general partner is BMA V; (iii) 70 shares held by BCP (Cayman) V-S L.P. ("BCP V-S"), whose general partner is BMA V; (iv) 7 shares held by Blackstone Family Investment Partnership (Cayman) V-SMD L.P. ("BFIP V-SMD"), whose general partner is Blackstone Family GP L.L.C.
5. (cont'd) (v) 2 shares held by Blackstone Family Investment Partnership (Cayman) V L.P. ("BFIP V"), whose general partner is BCP V GP L.L.C.; and (vi) 1 share held by Blackstone Participation Partnership (Cayman) V L.P. ("BPP V" and, together with BCP V, BCP V-A, BCP V-S, BFIP V-SMD and BFIP V, the "Blackstone Funds"), whose general partner is BCP V GP L.L.C. The Blackstone Funds and certain of their affiliates also held 3,395,055 Class A limited partnership interests in Freescale Holdings L.P. (collectively, the "Class A Funds").
6. (cont'd) Blackstone LR Associates (Cayman) V Ltd. ("BLRA") and BCP V GP L.L.C. are the general partners of BMA V. Blackstone Holdings III L.P. is the sole member of BCP V GP L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Mr. Schwarzman is a director and controlling person of BLRA. Blackstone Family GP L.L.C. is controlled by its founding member, Mr. Schwarzman.

Remarks:

Due to the limitations of the Securities and Exchange Commission's EDGAR system, Blackstone Capital Partners (Cayman) V L.P., Blackstone Family Investment Partnership (Cayman) V L.P., Blackstone Participation Partnership (Cayman) V L.P., Blackstone Capital Partners (Cayman) V-A, L.P., BCP (Cayman) V-S L.P., Blackstone Family GP L.L.C. and Blackstone Family Investment Partnership (Cayman) V-SMD L.P. have filed a separate Form 4. Each Reporting Person is filing this statement as a director because Chinh E. Chu, a Senior Managing Director of The Blackstone Group (with which each Reporting Person is affiliated), served on the Issuer's board of directors until December 7, 2015. Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the Common Shares attributable to the interests in Freescale Holdings L.P. and Freescale Holdings GP, Ltd. held by the Blackstone Funds or the Blackstone Class A Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such Common Shares, except to the extent of such Reporting Person's pecuniary interest therein, if any. The filing of this statement shall not be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

[BLACKSTONE  
MANAGEMENT  
ASSOCIATES \(CAYMAN\) V  
L.P., By: BCP V GP L.L.C., its  
general partner, By: /s/ John G.  
Finley, Chief Legal Officer](#) [12/09/2015](#)

[BLACKSTONE LR  
ASSOCIATES \(CAYMAN\) V  
LTD., By: /s/ John G. Finley,  
Chief Legal Officer](#) [12/09/2015](#)

[BCP V GP L.L.C., By: /s/ John  
G. Finley, Chief Legal Officer](#) [12/09/2015](#)

[BLACKSTONE HOLDINGS  
III L.P., By: Blackstone  
Holdings III GP L.P., its  
general partner, By: Blackstone  
Holdings III GP Management  
L.L.C., its general partner, By:  
/s/ John G. Finley, Chief Legal  
Officer](#) [12/09/2015](#)

[BLACKSTONE HOLDINGS  
III GP L.P., By: Blackstone  
Holdings III GP Management  
L.L.C., its general partner, By:  
/s/ John G. Finley, Chief Legal  
Officer](#) [12/09/2015](#)

[BLACKSTONE HOLDINGS  
III GP MANAGEMENT  
L.L.C., By: /s/ John G. Finley,  
Chief Legal Officer](#) [12/09/2015](#)

[BLACKSTONE GROUP L.P.,  
By: Blackstone Group  
Management L.L.C., it's  
general partner, By: /s/ John G.  
Finley, Chief Legal Officer](#) [12/09/2015](#)

[BLACKSTONE GROUP  
MANAGEMENT L.L.C., By:  
/s/ John G. Finley, Chief Legal  
Officer](#) [12/09/2015](#)

/s/ Stephen A. Schwarzman

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.**