

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

**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* <u>Jensen Christopher L</u>		2. Issuer Name and Ticker or Trading Symbol <u>NXP Semiconductors N.V. [ NXPI ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Human Resources</u>	
(Last) (First) (Middle) <u>C/O NXP SEMICONDUCTORS N.V.</u> <u>HIGH TECH CAMPUS 60</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2023</u>		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	
(Street) <u>EINDHOVEN P7</u> <u>5656AG</u>		4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.			

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>11/06/2023</u>		<u>A</u>		<u>14,144<sup>(1)</sup></u>	<u>A</u>	<u>\$0</u>	<u>17,331</u>	<u>D</u>	
<u>Common Stock</u>	<u>11/06/2023</u>		<u>F</u>		<u>5,566</u>	<u>D</u>	<u>\$181.55</u>	<u>11,765</u>	<u>D</u>	

**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
<u>Restricted Stock Unit</u>	<u>(2)</u>	<u>11/07/2023</u>		<u>A</u>		<u>4,441</u>		<u>(3)</u>	<u>11/07/2026</u>	<u>Common Stock</u>	<u>4,441</u>	<u>\$0</u>	<u>4,441</u>	<u>D</u>	

**Explanation of Responses:**

- Represents the number of shares of Common Stock received upon vesting of a performance stock unit award previously granted to the reporting person on October 27, 2020. Under the terms of this award, the performance units cliff vest upon the conclusion of the three-year performance period from October 27, 2020 through October 26, 2023 and the certification of the Company's achievement of the pre-established performance conditions based on the relative total shareholder return of the Company's share price compared to the pre-established peer group.
- 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 11/7/2023 grant date (subject to the terms of the reporting person's award agreement).

**Remarks:**

/s/ Christopher L. Jensen by Timothy Shelhamer under Power of Attorney 11/08/2023

\*\* 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.