

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 20-F/A  
(Amendment No. 1)**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2011  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report \_\_\_\_\_  
Commission file number 001-34841

**NXP Semiconductors N.V.**

(Exact name of Registrant as specified in its charter)

The Netherlands

(Jurisdiction of incorporation or organization)

High Tech Campus 60, Eindhoven 5656 AG, the Netherlands  
(Address of principal executive offices)

Jean Schreurs, SVP and Senior Corporate Counsel, High Tech Campus 60, 5656 AG, Eindhoven, the Netherlands

Telephone: +31 40 2728686 / E-mail: jean.schreurs@nxp.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Common shares—par value euro (EUR) 0.20 per share

The NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Common shares—par value EUR 0.20 per share  
(Title of class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Class

Outstanding at December 31, 2011

Ordinary shares, par value EUR 0.20 per share

251,751,500 shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Note—Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

---

**EXPLANATORY NOTE**

We are filing this Amendment No. 1 to our annual report on Form 20-F for the fiscal year ended December 31, 2011, which was originally filed with the Securities and Exchange Commission on March 13, 2012 (the "2011 Form 20-F"), for the sole purpose of adding Exhibit 101 to Item 19 "Exhibits" and furnishing the Interactive Data as Exhibit 101 in accordance with Rule 405 of Regulation S-T. This Exhibit 101 was not previously filed.

No other changes have been made to the 2011 Form 20-F. This Amendment No. 1 does not reflect events that have occurred after the filing date of March 13, 2012 of the 2011 Form 20-F, or modify or update the disclosures presented therein, except to reflect the amendment described above.

**PART III**

**Item 19. Exhibits.**

Exhibit Number Description of Document

- 101# Financial information from the Registrant's Annual Report on Form 20-F for the period ended December 31, 2011, filed with the SEC on March 13, 2012, formatted in eXtensible Business Reporting Language (XBRL):
- (i) Consolidated statements of operations for the years ended December 31, 2009, 2010 and 2011
  - (ii) Consolidated statements of comprehensive income for the years ended December 31, 2009, 2010 and 2011
  - (iii) Consolidated balance sheets as of December 31, 2010 and 2011
  - (iv) Consolidated statements of cash flows for the years ended December 31, 2009, 2010 and 2011
  - (v) Consolidated statements of changes in equity for the years ended December 31, 2009, 2010 and 2011
  - (vi) Notes to the consolidated financial statements

# Submitted electronically herewith

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this first amendment to its annual report on its behalf.

NXP Semiconductors N.V.  
(Registrant)

/s/ RICK CLEMMER

\_\_\_\_\_  
Rick Clemmer  
Chief Executive Officer  
(Principal Executive Officer)

/s/ KARL SUNDSTRÖM

\_\_\_\_\_  
Karl Sundström  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: April 12, 2012