
**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): January 7, 2025

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 8.01 Other Events.

On January 7, 2025, NXP Semiconductors N.V. (the "Company") announced that it has entered into a definitive agreement to acquire TTTech, a leader in innovating unique safety-critical systems and middleware for software-defined vehicles (SDVs) in an all-cash transaction valued at \$625 million.

A copy of the Company's press release announcing the transaction is attached as Exhibit 99.1 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 January 7, 2025 entitled: "NXP Accelerates the Transformation to Software-Defined Vehicles \(SDV\) with Agreement to Acquire TT Tech Auto"](#)

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/ Timothy Shelhamer

Name: Timothy Shelhamer

Title: SVP and Chief Corporate Counsel

Date: January 7, 2025



NXP Accelerates the Transformation to Software-Defined Vehicles (SDV) with Agreement to Acquire TTTech Auto

- NXP strengthens its automotive business with a leading software solution provider specialized in the systems, safety and security required for SDVs
- TTTech Auto complements and accelerates the NXP CoreRide platform, enabling automakers to reduce complexity, maximize system performance and shorten time to market
- The acquisition is the next milestone in NXP's strategy to be the leader in intelligent edge systems in automotive and Industrial IoT

EINDHOVEN, The Netherlands, January 7, 2025 - NXP Semiconductors N.V. (NASDAQ: NXPI), the worldwide leader in automotive processing and networking, announced today that it has entered into a definitive agreement to acquire TTTech Auto in an all-cash transaction valued at \$625 million.

TTTech Auto, based in Vienna, Austria, is a leader in innovating unique safety-critical systems and middleware for software-defined vehicles (SDVs). TTTech Auto has established business relationships with many leading automotive OEMs, empowering them to focus on the driving experience while its solutions optimize performance, safety, integration, and software updates.

Pending regulatory approvals, TTTech Auto including its management team, intellectual property, assets, and approximately 1,100 engineering staff will join NXP's automotive team. As part of NXP, TTTech Auto will continue to serve existing customers and expand its global footprint under the NXP brand.

The transformation to software-defined vehicles

The automotive industry is undergoing a profound transformation, shifting from conventional hardware-based designs to platform-based SDVs with increasingly sophisticated, interconnected hardware and software systems. This transformation enables feature upgradeability, data-driven services, and native cloud development. The SDV market will expand to 45% penetration of global auto production in 2027, reflecting a 48% CAGR between 2024 and 2027¹.

To compete successfully, global automakers need new SDV platforms and architectures capable of safely and securely handling the increasing complexity of software integration, bringing scalability and fast time to market.

NXP introduced its NXP CoreRide platform in March, 2024 to strategically address this significant market opportunity and help the automakers swiftly transition to SDVs. The NXP CoreRide platform features NXP's S32 vehicle compute, networking, and system power management. NXP CoreRide is the industry's first open SDV platform purpose-built to break through hardware and software integration barriers and simplify complexity, scalability, and cost. TTTech Auto augments NXP's hardware proficiency with added software expertise, delivering a uniquely capable platform from which automakers can build SDVs.

¹ S&P Mar'24 "automotive-ecu-market-database" (Cross Domain VDC + ZC)

NXP CoreRide platform and TTTech MotionWise – A Powerful Combination

TTTech Auto joined the community of NXP CoreRide software partners when NXP launched its innovative SDV platform in March, 2024. NXP's inclusion of TTTech Auto's safety and integration capabilities will enable even stronger hardware/software integration benefits for the global ecosystem of NXP CoreRide partners, further streamlining SDV development efforts for automakers.

TTTech Auto's MotionWise middleware platform has a proven industry track record and features automated software deployment in automotive high-performance compute platforms. Its middleware is designed to dependably manage the interconnected systems in SDVs, prioritizing safety-critical functions while ensuring seamless integration and adaptability. MotionWise also lets automakers efficiently scale software across car models, streamline safety integration, and easily move or add safety-critical features; all while maintaining a robust safety backbone through a safety-by-design approach.

"This acquisition combines NXP's automotive portfolio with a leading global player in safety software solutions," said Jens Hinrichsen, executive vice president and general manager of analog & automotive embedded systems at NXP. "The inclusion of TTTech Auto's software into the NXP CoreRide solution further strengthens NXP's automotive value proposition and accelerates the automotive industry's transformation to software-defined vehicles. NXP CoreRide enables automakers to deploy their best-in-class, differentiated vehicle platforms more efficiently, faster, and safely. Our acquisition of TTTech Auto is the next big step in NXP's journey to become the leading provider of intelligent edge systems in automotive and Industrial IoT."

"The emergence of intricately connected and adaptive frameworks in SDVs highlights the need for middleware to tackle challenges in integration, safety and scalability," said Dirk Linzmeier, chief executive officer of TTTech Auto. "NXP and TTTech Auto both clearly recognize this need and share the same vision for SDV transformation. Together, MotionWise and NXP CoreRide empowers automakers with a robust SDV foundation, ensuring seamless coordination of diverse systems that help automakers deliver innovative features while maintaining reliability and safety at scale." Stefan Poledna, chief technology officer and co-founder of TTTech Auto added, "I could not be more excited for our team to join NXP. Together, we are perfectly situated to engage with OEM and Tier one players throughout their system design process."

For more information on NXP's automotive solutions, visit nxp.com/automotive.

Forward Looking Statements

This document includes forward-looking statements which include statements regarding NXP's acquisition of TTTech Auto, 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. Readers are cautioned not to place undue reliance on these forward-looking statements. 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 NXP distributes 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 and other cautionary statements included in NXP's SEC filings. Copies of NXP's SEC filings are available on NXP's Investor Relation website, <https://investors.nxp.com> or from the SEC website, www.sec.gov.

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About NXP Semiconductors

NXP Semiconductors N.V. (NASDAQ: NXPI) is the trusted partner for innovative solutions in the automotive, industrial & IoT, mobile, and communications infrastructure markets. NXP's "Brighter Together" approach combines leading-edge technology with pioneering people to develop system solutions that make the connected world better, safer, and more secure. The company has operations in more than 30 countries and posted revenue of \$13.28 billion in 2023. Find out more at www.nxp.com.

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