

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>Shull Keith M</u> (Last) (First) (Middle) <u>C/O NXP SEMICONDUCTORS N.V.</u> <u>HIGH TECH CAMPUS 60</u> (Street) <u>EINDHOVEN P7 5656AG</u> (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Stock	11/07/2019		M		842	A	\$86.69	15,092	D	
Common Stock	11/07/2019		M		3,556	A	\$73	18,648	D	
Common Stock	11/07/2019		S		4,398	D	\$119.0008 ⁽¹⁾	14,250	D	
Common Stock	11/12/2019		M		11,498	A	\$86.69	25,748	D	
Common Stock	11/12/2019		S		21,085	D	\$119.3465 ⁽²⁾	4,663	D	

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
Stock Option (right to buy)	\$86.69	11/07/2019		M			842	(3)	04/26/2026	Common Stock	842	\$0	11,498	D	
Stock Option (right to buy)	\$73	11/07/2019		M			3,556	(4)	10/29/2025	Common Stock	3,556	\$0	0	D	
Stock Option (right to buy)	\$86.69	11/12/2019		M			11,498	(3)	04/26/2026	Common Stock	11,498	\$0	0	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.00 to \$119.0125, inclusive. The reporting person undertakes to provide to NXP Semiconductors N.V., any security holder of NXP Semiconductors N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in his footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.00 to \$119.9002, inclusive. The reporting person undertakes to provide to NXP Semiconductors N.V., any security holder of NXP Semiconductors N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in his footnote.
- The Stock Options vest at the rate of 25% per year on each anniversary of 10/29/2015 (subject to the terms of the reporting person's award agreement).
- The Stock Options vest at the rate of 25% per year on each anniversary of the 10/29/2015 grant date (subject to the terms of the reporting person's award agreement).

Remarks:

/s/ Keith Shull by Dr. Jean A.W. Schreurs under Power of Attorney 11/12/2019

** 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.

