

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

---

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

---

**NXP SEMICONDUCTORS N.V.**

(Exact name of registrant as specified in its charter)

---

**The Netherlands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(IRS Employer  
Identification No.)

**High Tech Campus 60  
Eindhoven 5656 AG  
The Netherlands**  
(Address of Principal Executive Offices)

**Not Applicable**  
(Zip Code)

**Employee Stock Purchase Plan**  
(Full title of the plan)

**Jean Schreurs  
SVP and Chief Corporate Counsel  
High Tech Campus 60  
Eindhoven 5656 AG  
The Netherlands  
Tel: +31 40 2728686**  
(Name, address and telephone number, including area code, of agent for service)

*Copies of all notices, orders and communication to:*

**Mark A. Brod, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017-3954  
Telephone: (212) 455-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
 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 7(a)(2)(B) of the Securities Act.

#### Calculation of Registration Fee

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, par value EUR 0.20 per share	315,000 shares	\$112.71	\$35,503,650	\$4,114.87

(1) Covers ordinary shares, par value EUR 0.20 per share (“Ordinary Shares”), of NXP Semiconductors N.V., a Dutch public limited liability company (the “Registrant”) issuable under the Registrant’s Employee Stock Purchase Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional Ordinary Shares which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

(2) Pursuant to Rule 457(c) and 457(h)(i) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the amount of the registration fee and are based on a price of \$112.71 per Ordinary Share, which is the average of the high and low prices per share of the Ordinary Shares reported on The NASDAQ Global Select Market on August 31, 2017.

## Explanatory Note

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 315,000 ordinary shares, par value EUR 0.20 per share (“Ordinary Shares”), of NXP Semiconductors N.V., a Dutch public limited liability company (the “Registrant”), to be issued pursuant to the Registrant’s Employee Stock Purchase Plan (the “Plan”). In accordance with Section E of the General Instructions to Form S-8, the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the “SEC”) relating to the Plan (Registration Statement No. 333-190472), including the information contained therein, is incorporated by reference herein.

### Part II—Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference

The following documents filed with the SEC by the Registrant are incorporated in this Registration Statement by reference:

- (1) the Registrant’s annual report on Form 20-F for the fiscal year ended December 31, 2016, filed on March 3, 2017;
- (2) the Registrant’s current reports on Form 6-K furnished on January 27, 2017, February 7, 2017, February 8, 2017, March 3, 2017, May 4, 2017 (Exhibit 2 – interim report only), July 24, 2017, and August 3, 2017 (Exhibit 2 – interim report only); and
- (3) the description of the Ordinary Shares included under the caption “Description of Registrant’s Securities to be Registered” included in the Registrant’s registration statement on Form 8-A, filed on August 3, 2010 (File No. 001-34841), including any amendments or supplements thereto.

All reports and other documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold (other than information deemed to have been “furnished” rather than “filed” in accordance with the SEC’s rules) shall be deemed to be incorporated by reference in and to be a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated by reference herein shall be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 5. Interests of Named Experts and Counsel

Dr. Jean A.W. Schreurs, Senior Vice President and Chief Corporate Counsel of the Registrant, has given his opinion about certain legal matters affecting the Plan in this Registration Statement. Dr. Schreurs owns, or has the right to acquire, a number of Ordinary Shares which represents less than 1% of the total outstanding Ordinary Shares.

**Item 8. Exhibits**

The following is a complete list of Exhibits filed or incorporated by reference as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Certificate of Incorporation of NXP Semiconductors N.V. (incorporated by reference to Exhibit 3.1 of Amendment No. 7 to the Registration Statement on Form F-1 of NXP Semiconductors N.V., filed with the SEC on August 2, 2010 (File No. 333-166128))
4.2	Articles of Association of NXP Semiconductors N.V. (incorporated by reference to Exhibit 3.2 of Amendment No. 7 to the Registration Statement on Form F-1 of NXP Semiconductors N.V., filed with the SEC on August 2, 2010 (File No. 333-166128))
4.3	Employee Stock Purchase Plan Terms and Conditions (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form S-8 of NXP Semiconductors N.V., filed with the SEC on August 8, 2013)
5	Opinion of Dr. Jean A.W. Schreurs
23.1	Consent of Dr. Jean A.W. Schreurs (included in Exhibit 5)
23.2	Consent of KPMG Accountants N.V., independent registered public accounting firm of NXP Semiconductors N.V.
24	Power of Attorney of certain officers and directors of NXP Semiconductors N.V. to file future amendments (set forth on the signature pages of this Registration Statement).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Eindhoven, the Netherlands, on September 5, 2017.

**NXP Semiconductors N.V.**  
(Registrant)

By: /s/ Richard L. Clemmer  
Name: Richard L. Clemmer  
Title: President and Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints each of Peter Kelly, Guido Dierich and Jean A.W. Schreurs, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, in connection with this Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Registrant any and all amendments or supplements (including any and all stickers and post-effective amendments) to this Registration Statement, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agent, with full power and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or any substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on September 5, 2017.

<b>Name</b>	<b>Title</b>
<u>/s/ Richard L. Clemmer</u> Name: Richard L. Clemmer	Executive Director, President and Chief Executive Officer ( <i>Principal Executive Officer</i> )
<u>/s/ Peter Kelly</u> Name: Peter Kelly	Executive Vice President and Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )
<u>/s/ Sir Peter Bonfield</u> Name: Sir Peter Bonfield	Non-executive Director and Chairman of the Board
<u>/s/ Johannes P. Huth</u> Name: Johannes P. Huth	Non-executive Director and Vice Chairman of the Board

---

<u>/s/ Kenneth A. Goldman</u> Name: Kenneth A. Goldman	Non-executive Director
<u>/s/ Dr. Marion Helmes</u> Name: Dr. Marion Helmes	Non-executive Director
<u>/s/ Josef Kaeser</u> Name: Josef Kaeser	Non-executive Director
<u>/s/ Ian Loring</u> Name: Ian Loring	Non-executive Director
<u>/s/ Eric Meurice</u> Name: Eric Meurice	Non-executive Director
<u>/s/ Peter Smitham</u> Name: Peter Smitham	Non-executive Director
<u>/s/ Julie Southern</u> Name: Julie Southern	Non-executive Director
<u>/s/ Gregory Summe</u> Name: Gregory Summe	Non-executive Director
<u>/s/ Timothy Shelhamer</u> Name: Timothy Shelhamer	Authorized Representative in the United States

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<a href="#"><u>Certificate of Incorporation of NXP Semiconductors N.V. (incorporated by reference to Exhibit 3.1 of Amendment No. 7 to the Registration Statement on Form F-1 of NXP Semiconductors N.V., filed with the SEC on August 2, 2010. (File No. 333-166128))</u></a>
4.2	<a href="#"><u>Articles of Association of NXP Semiconductors N.V. (incorporated by reference to Exhibit 3.2 of Amendment No. 7 to the Registration Statement on Form F-1 of NXP Semiconductors N.V., filed with the SEC on August 2, 2010. (File No. 333-166128))</u></a>
4.3	<a href="#"><u>Employee Stock Purchase Plan Terms and Conditions (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form S-8 of NXP Semiconductors N.V., filed with the SEC on August 8, 2013)</u></a>
5	<a href="#"><u>Opinion of Dr. Jean A.W. Schreurs</u></a>
23.1	Consent of Dr. Jean A.W. Schreurs (included in Exhibit 5)
23.2	<a href="#"><u>Consent of KPMG Accountants N.V., independent registered public accounting firm of NXP Semiconductors N.V.</u></a>
24	Power of Attorney of certain officers and directors of NXP Semiconductors N.V. to file future amendments (set forth on the signature pages of this Registration Statement).

September 5, 2017  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549  
USA

Ladies and Gentlemen:

I am Senior Vice President and Chief Corporate Counsel of NXP Semiconductors N.V. (the "Registrant") and am writing this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Registrant with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Registrant of an additional 315,000 ordinary shares, par value EUR 0.20 per share, of the Registrant (the "Shares"), which may be delivered pursuant to the NXP Semiconductors N.V. Employee Stock Purchase Plan (the "Plan").

I have examined the Registration Statement, the Plan, the certificate of incorporation of the Registrant and the articles of association of the Registrant, which has been filed with the Commission as an exhibit to the Registration Statement. I have also examined the originals, or duplicates or certified or conformed copies, of such corporate and other records, agreements, documents and other instruments and have made such other investigations as I have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, I am of the opinion that upon delivery in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable.

I do not express any opinion herein concerning any law other than the laws of the Netherlands.

I hereby consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement. I also consent to the reference to me under the caption "Interests of Named Experts and Counsel" contained in the Registration Statement without implying or admitting that I am an "expert" within the meaning of the Securities Act, or other rules or regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this exhibit.

Very truly yours,

/s/ Jean A.W. Schreurs  
Senior Vice President and Chief Corporate Counsel



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
NXP Semiconductors N.V.:

We consent to the use of our report with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG Accountants N.V.

Amstelveen, The Netherlands  
September 5, 2017