

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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 of Incorporation  
or Organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

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

**Not Applicable**  
(Zip Code)

**Management Equity Stock Option Plan  
Global Equity Incentive Program  
Long Term Incentive Plan 2010**  
(Full title of the plans)

**James N. Casey**  
**1109 McKay Drive**  
**M/S 54SJ**  
**San Jose, CA 95131-1706**  
**United States**  
**+1 408 434 3000**  
(Name, address and telephone number, including area code, of agent for service)

*With a copy to:*  
**Nicholas J. Shaw**  
**Simpson Thacher & Bartlett LLP**  
**CityPoint**  
**One Ropemaker Street**  
**London EC2Y 9HU**  
**England**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b> | <b>Amount to be registered <sup>(1)</sup></b> | <b>Proposed maximum offering price per share <sup>(2)</sup></b> | <b>Proposed maximum aggregate offering price <sup>(2)</sup></b> | <b>Amount of registration fee</b> |
|---|---|---|---|-----------------------------------|
| Shares of common stock, par value €0.20     | 10,000,000 <sup>(3)</sup>                     | \$30.99   | \$309,900,000   | \$35,979.39                       |
| Shares of common stock, par value €0.20     | 475,000 <sup>(4)</sup>                        | \$29.94   | \$14,221,500  | \$1,651.12                        |
| Shares of common stock, par value €0.20     | 7,200,000 <sup>(5)</sup>                      | \$29.94   | \$215,568,000   | \$25,027.44                       |
|   |   |   | <b>Total:</b>   | \$62,657.95                       |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock split, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act of 1933, as amended. The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based (i) with respect to the 10,000,000 shares of common stock underlying outstanding options previously granted under the Management Equity Stock Option Plan on the weighted average per share exercise price of such outstanding but unexercised rights equal to approximately \$30.99, (ii) with respect to the 475,000 shares of common stock underlying outstanding options previously granted under the Global Equity Incentive Program on the average of the high and low sale prices for the shares of common stock underlying such equity rights, as reported on the NADAQ Global Select Market on March 7, 2011 and (iii) with respect to the 7,200,000 shares of common stock issuable upon exercise of stock options or equity rights that have not yet been granted under the Long Term Incentive Plan on the average of the high and low sale prices for the shares of common stock underlying such stock options or equity rights, as reported on the NADAQ Global Select Market on March 7, 2011.
- (3) Represents 10,000,000 shares of common stock underlying outstanding options previously granted under the Management Equity Stock Option Plan.
- (4) Represents 475,000 shares of common stock underlying outstanding equity rights previously granted under the Global Equity Incentive Program.
- (5) Represents 7,200,000 shares of common stock issuable upon the exercise of stock options or equity rights that have not yet been granted under the Long Term Incentive Plan.

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**Part I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required by Part I has been sent or given to employees as specified by Rule 428 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have been filed by NXP Semiconductors N.V. (the "Company") with the Commission, are incorporated in this Registration Statement by reference:

- (a) the Company's annual report on Form 20-F for fiscal year ended December 31, 2010 (File No. 001-34841) filed on March 9, 2011;
- (b) the Company's current reports on Form 6-K filed on August 10, 2010, November 2, 2010, December 22, 2010 and February 15, 2011; and
- (c) the description of the Company's shares of common stock, nominal value €0.20 per share, included under the caption "Description of Capital Stock" in the prospectus forming a part of the Company's registration statement on Form F-1, initially filed with the Commission on April 16, 2010 (Registration No. 333-166128), including exhibits, and as amended, which description has been incorporated by reference in Item 1 of the Company's registration statement on Form 8-A, filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on August 3, 2010.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to 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 or is deemed to be 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 4. Description of Securities.

Not applicable.

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

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

Under Dutch law, indemnification provisions may be included in the articles of association. Accordingly, our articles of association, in effect since August 2, 2010 provide that we shall reimburse the members of the board of directors and the former members of the board of directors for damages and various costs and expenses related to claims brought against them in connection with the exercise of their duties. However, there shall be no entitlement to reimbursement if and to the extent that (i) a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterized as willful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, or (ii) the costs or financial loss of the person concerned are covered by an insurance and the insurer has paid out the costs or financial loss. We may enter into indemnification agreements with the members of the board of directors and our officers to provide for further details on these matters. We expect to purchase directors' and officers' liability insurance for the members of the board of directors and certain other officers, substantially in line with that purchased by similarly situated companies.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

#### Item 8. Exhibits.

Reference is made to the attached exhibit index, which is incorporated by reference herein.

**Item 9. Undertakings.**

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
  - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



/s/ Ian Loring

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**Ian Loring**

*Director*

March 9, 2011

/s/ Michel Plantevin

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**Michel Plantevin**

*Director*

March 9, 2011

/s/ Richard Wilson

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**Richard Wilson**

*Director*

March 9, 2011

**SIGNATURES OF THE AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of NXP Semiconductors N.V., has signed this registration statement in San Jose, CA, on March 9, 2011.

**NXP Semiconductors N.V.**

**By:** \_\_\_\_\_ /s/ James N. Casey  
**Name:** **James N. Casey**  
**Title:** *Authorized Representative in the United States*



## EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Document</u>   |
|-----------------------|--|
| 3.1                   | Certificate of Incorporation (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 on August 2, 2010 (File No. 333-166128)).  |
| 3.2                   | 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 on August 2, 2010 (File No. 333-166128)).  |
| 4.1                   | Management Equity Stock Option Plan Terms and Conditions dated August 2010 (incorporated by reference to Exhibit 10.23 of the Annual Report on Form 20-F of NXP Semiconductors N.V., filed on March 9, 2011 (File No. 001-34841))  |
| 4.2                   | Management Equity Stock Option Plan Terms and Conditions dated January 2011 (incorporated by reference to Exhibit 10.24 of the Annual Report on Form 20-F of NXP Semiconductors N.V., filed on March 9, 2011 (File No. 001-34841))   |
| 4.3                   | Global Equity Incentive Program Terms and Conditions (incorporated by reference to Exhibit 10.26 of the Amendment No. 3 to the Registration Statement on Form F-1 of NXP Semiconductors N.V. filed on June 30, 2010 (File No. 333-166128))   |
| 4.4                   | Long Term Incentive Plan 2010 Terms and Conditions with regard to the Stock Option Plan, the Performance Stock Unit Plan, Restricted Stock Unit Plan and Share Plan (incorporated by reference to Exhibit 10.25 of the Annual Report on Form 20-F of NXP Semiconductors N.V., filed on March 9, 2011 (File No. 001-34841)) |
| 5.1                   | Opinion of Dr. Jean Schreurs, Senior Corporate Counsel of NXP Semiconductors N.V.  |
| 23.1                  | Consent of KPMG Accountants N.V.   |
| 23.2                  | Consent of Deloitte Accountants B.V.   |
| 23.3                  | Consent of PricewaterhouseCoopers LLP  |
| 23.4                  | Consent of Dr. Jean Schreurs, Senior Corporate Counsel of NXP Semiconductors N.V. (included in Exhibit 5).   |
| 24.1                  | Power of Attorney of certain officers and directors of the Company to file future amendments (set forth on the signature pages of this Registration Statement)   |



March 9, 2011

Securities and Exchange Commission  
450 Fifth Street, N.W.,  
Washington, D.C. 20549  
USA

Ladies and Gentlemen:

I am Senior Vice President and Senior Corporate Counsel of NXP Semiconductors N.V. (the "Company") and am writing this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, relating to the registration by the Company of an aggregate of (i) 10,000,000 shares of common stock, par value EUR 0.20 per share, of the Company (the "MEP Shares"), which may be delivered and/or issued pursuant to the management equity stock option plan (the "Management Equity Stock Option Plan"), (ii) 475,000 shares of common stock, par value EUR 0.20 per share, of the Company (the "GEIP Shares"), which may be delivered and/or issued pursuant to the global equity incentive program (the "Global Equity Incentive Program") and (iii) 7,200,000 shares of common stock, par value EUR 0.20 per share, of the Company (the "LTIP Shares" and, together with the MEP Shares and the GEIP Shares, the "Shares"), which may be delivered and/or issued pursuant to the long-term incentive program (the "Long Term Incentive Plan 2010" and, together with the Management Equity Stock Option Plan and the Global Equity Incentive Plan, the "Plans").

I have examined the Registration Statement, the Plans, the certificate of incorporation of the Company and the articles of association of the Company, 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 us as originals, the conformity to original documents of all documents submitted to us 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 issuance and/or delivery in accordance with the Plans, 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 5.1 to the Registration Statement.

Very truly yours,

/s/ Dr. Jean Schreurs

Dr. Jean Schreurs

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
NXP Semiconductors N.V.:

We consent to the use of our report dated March 9, 2011, with respect to the consolidated balance sheets of NXP Semiconductors N.V. as of December 31, 2010 and 2009, and the related consolidated statements of operations, comprehensive income, cash flows, and changes in equity for each of the years in the two-year period ended December 31, 2010, incorporated herein by reference.

/s/ KPMG Accountants N.V.

Amstelveen, the Netherlands  
March 9, 2011

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement No. 333-00000 on Form S-8 of our report dated April 16, 2010 (except as to Note 1, under paragraph Reverse stock split, which is as of August 2, 2010, Note 1, under paragraph Adjustments, which is as of March 9, 2011 and Note 3, which is as of March 9, 2011), relating to the financial statements of NXP Semiconductors N.V. appearing in the Annual Report on Form 20-F of NXP Semiconductors N.V., which is part of this Registration Statement.

/s/ Deloitte Accountants B.V.

Amsterdam, the Netherlands  
March 9, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of NXP Semiconductors N.V. of our report dated March 4, 2011 relating to the financial statements of Trident Microsystems, Inc. which appears in Exhibit 15.1 to NXP Semiconductors N.V.'s Annual Report on Form 20-F for the year ended December 31, 2010.

/s/ PricewaterhouseCoopers LLP

San Jose, California

March 8, 2011