

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM F-1  
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)

**3674**  
(Primary Standard Industrial  
Classification Code Number)

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

**High Tech Campus 60  
5656 AG Eindhoven  
The Netherlands  
Tel: +31 40 2729233**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**James N. Casey  
1109 McKay Drive  
M/S 54SJ  
San Jose, CA 95131-1706  
United States  
Tel: +1 408 434 3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Nicholas J. Shaw  
Simpson Thacher & Bartlett LLP  
CityPoint  
One Ropemaker Street  
London EC2Y 9HU  
England**

**Paul Etienne Kumleben  
Davis Polk & Wardwell LLP  
99 Gresham Street  
London EC2V 7NG  
England**

**Approximate date of commencement of proposed sale to the public:  
As soon as possible after this registration statement becomes effective**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-172713

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**CALCULATION OF REGISTRATION FEE**

| Title of each class of securities to be registered | Amount to be registered <sup>(1)(3)</sup> | Proposed maximum aggregate offering price <sup>(2)</sup> | Amount of registration fee |
|--|---|--|----------------------------|
| Shares of common stock, par value €0.20            | 5,681,000                                 | \$170,827,670  | \$19,833.09                |

(1) Includes 4,431,000 shares that the underwriters have the option to purchase to cover overallocments.

(2) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices for the registrant's common stock on March 29, as reported on the NASDAQ Global Select Market.

(3) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to Registration Statement No. 333-172713. A total of 28,750,000 of securities were registered under Registration Statement No. 333-172713. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-172713 exceed 34,431,000.

**The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act, 1933 as amended.**

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**EXPLANATORY NOTE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"). Pursuant to Rule 462(b), the contents of the registration statement on Form F-1 (File No. 333-172713) of NXP Semiconductors N.V., which was declared effective by the Securities and Exchange Commission on March 30, 2011, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference to this registration statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Eindhoven, the Netherlands on March 31, 2011.

### NXP Semiconductors N.V.

By: \_\_\_\_\_ \*

Name: **Richard L. Clemmer**

Title: **Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form F-1 has been signed below by the following persons in the capacities and on the dates indicated:

| Signature                  | Title   | Date           |
|----------------------------|---|----------------|
| *<br>Richard L. Clemmer    | <i>Chief Executive Officer and Director</i><br>(Principal executive officer)      | March 31, 2011 |
| *<br>Karl-Henrik Sundström | <i>Chief Financial Officer</i><br>(Principal financial and<br>accounting officer) | March 31, 2011 |
| *<br>Sir Peter Bonfield    | <i>Non-executive Director and Chairman of the Board</i>                           | March 31, 2011 |
| *<br>Johannes P. Huth      | <i>Non-executive Director and<br/>Vice-Chairman of the Board</i>                  | March 31, 2011 |
| *<br>Nicolas Cattelain     | <i>Non-executive Director</i>   | March 31, 2011 |
| *<br>Eric Coutinho         | <i>Non-executive Director</i>   | March 31, 2011 |
| *<br>Egon Durban           | <i>Non-executive Director</i>   | March 31, 2011 |
| *<br>Kenneth A. Goldman    | <i>Non-executive Director</i>   | March 31, 2011 |
| *<br>Josef Kaeser          | <i>Non-executive Director</i>   | March 31, 2011 |
| *<br>Ian Loring            | <i>Non-executive Director</i>   | March 31, 2011 |

| Signature             | Title                         | Date           |
|-----------------------|-------------------------------|----------------|
| *<br>Michel Plantevin | <i>Non-executive Director</i> | March 31, 2011 |
| *<br>Richard Wilson   | <i>Non-executive Director</i> | March 31, 2011 |

\*By:           /s/ Guido Dierick            
          Guido Dierick  
          Attorney-in-Fact

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**SIGNATURES**

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 31, 2011.

**NXP Semiconductors N.V.**

**Authorized Representative in the United States**

By: \_\_\_\_\_ /s/ James N. Casey  
Name: **James N. Casey**

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## EXHIBIT INDEX

All exhibits filed with or incorporated by reference in this registration statement No. 333-172713 are incorporated by reference into, and shall be deemed a part of, this registration statement, except the following, which are filed herewith.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>   |
|--------------------|---|
| 5.1                | Opinion of De Brauw Blackstone Westbroek N.V. regarding the validity of the shares of common stock being registered |
| 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 De Brauw Blackstone Westbroek N.V. (included in Exhibit 5.1)   |

Advocaten  
Notarissen  
Belastingadviseurs

DE BRAUW  
BLACKSTONE  
WESTBROEK

NXP Semiconductors N.V.  
High Tech Campus 60  
5656 AG EINDHOVEN  
The Netherlands

Claude Debussylaan 80  
P.O. Box 75084  
1070 AB Amsterdam

T +31 20 577 1771  
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Date 31 March 2011

J.J.J. Schutte  
Advocaat

Our ref. M10074805/1/20502389/TGAA

Dear Madam / Sir:

**NXP Semiconductors N.V. (the "Issuer")**  
**SEC registration of common shares**

**1 Introduction**

I act as Dutch legal adviser (*advocaat*) to the Issuer in connection with the Registration.

Certain terms used in this opinion are defined in **Annex A** (*Definitions*).

**2 Dutch Law**

This opinion is limited to Dutch law in effect on the date of this opinion. It (including all terms used in it) is to be construed in accordance with Dutch law.

**3 Scope of Inquiry**

For the purpose of this opinion, I have examined, and relied upon the accuracy of the factual statements included in, the following documents:

**3.1** A copy of the Registration Statement.

De Brauw Blackstone Westbroek N.V., Amsterdam, is registered with the trade register in the Netherlands under no. 27171912.

All services and other work are carried out under an agreement of instruction ("overeenkomst van opdracht") with De Brauw Blackstone Westbroek N.V. The agreement is subject to the General Conditions, which have been filed with the register of the District Court in Amsterdam and contain a limitation of liability. Client account notaries ING Bank no. 69.32.13.876.

**3.2** A copy of:

- (a) the Deed of Incorporation and the Articles of Association, as provided to me by the Chamber of Commerce;
- (b) the Trade Register Extract; and
- (c) the Shareholders Register.

**3.3** A copy of:

- (a) each Corporate Resolution; and
- (b) the Board Certificate.

**3.4** A copy of:

- (a) each Deed of Issue; and
- (b) the Declaration.

In addition, I have examined such documents, and performed such other investigations, as I considered necessary for purpose of this opinion. My examination has been limited to the text of the documents.

**4 Assumptions**

For the purpose of this opinion, I have made the following assumptions:

**4.1**

- (a) Each copy document conforms to the original and each original is genuine and complete.
- (b) Each signature is the genuine signature of the individual concerned.

**4.2** The Shares have been validly accepted by the subscribers for them.



**5 Opinion**

Based on the documents and my investigations referred to and the assumptions made in paragraphs 3 and 4, I am of the following opinion:

**5.1** Each Share has been validly issued and fully paid and is nonassessable.<sup>1</sup>

**6 Reliance**

**6.1** This opinion is an exhibit to the Registration Statement and may be relied upon for the purpose of the Registration. It may not be supplied, and its contents or existence may not be disclosed, to any person other than as an Exhibit to (and therefore together with) the Registration Statement.

**6.2** Each person relying on this opinion agrees, in so relying, that only De Brauw shall have any liability in connection with this opinion, and that, except as otherwise required by the Securities Act, the agreement in this paragraph 6.2 and all liability and other matters relating to this opinion shall be governed exclusively by Dutch law.

**6.3** The Issuer may:

(a) file this opinion as an exhibit to the Registration Statement; and

(b) refer to De Brauw giving this opinion under the heading “Legal Matters” in the prospectus in relation to the Registration.

The previous sentence is no admittance from me (or De Brauw) that I am (or De Brauw is) in the category of persons whose consent for the filing and reference in that paragraph is required under Section 7 of the Securities Act or

<sup>1</sup> “Nonassessable” has no equivalent legal term under Dutch law and for the purpose of this opinion, “nonassessable” referred to in paragraph 5, means that no person has a right to require the holder of any Share to pay it any amount in addition to the amount required for the share to be fully paid (for the avoidance of doubt, without prejudice to claims based on tort (*onrechtmatige daad*)).

any rules or regulations of the SEC promulgated under it.

Yours faithfully,  
De Brauw Blackstone Westbroek N.V.

/s/ J.J.J. Schutte  
**J.J.J. Schutte**

**Annex A – Definitions**

In this opinion:

“**Articles of Association**” means the Issuer’s articles of association as in force at the date of each Deed of Issue and at the date of this opinion.

“**Board Certificate**” means the certificate dated the date of this opinion attached to this opinion as Annex B.

“**Chamber of Commerce**” means the Chamber of Commerce and Industry (*kamer van koophandel en fabrieken*) of the place where the Issuer has its principal place of business.

“**Corporate Resolution**” means each of:

- (a) a written resolution of KASLION Holding B.V. in its stated capacity as the Issuer’s sole shareholder dated 28 September 2006;
- (b) a written resolution of KASLION Holding B.V., Stichting Management Co-Investment B.V. and Koninklijke Philips Electronics N.V. in their stated capacity as the Issuer’s only shareholders dated 7 December 2007; and
- (c) a written resolution of the Issuer’s managing board (*directie*) dated on or about 7 December 2007.

“**De Brauw**” means De Brauw Blackstone Westbroek N.V.

“**Declaration**” means the declaration as referred to in Section 2:203a subsection 1 Civil Code (*Burgerlijk Wetboek*) from ABN AMRO Bank N.V. and attached to the Deed of Incorporation.

“**Deed of Incorporation**” means the Issuer’s deed of incorporation dated 2 August 2006.

“**Deed of Issue**” means each of:

- (a) the Deed of Incorporation;
- (b) the deed of issuance of registered shares in the capital of KASLION Acquisition B.V. dated 29 September 2006; and
- (c) the deed of issue of shares in the capital of KASLION Acquisition B.V. dated 29 February 2008;

together providing for the issue of the Shares.

“**Issuer**” means NXP Semiconductors N.V., with corporate seat in Eindhoven.

“**Registration**” means the registration of the Shares with the SEC under the Securities Act.

“**Registration Statement**” means the registration statement on form F-1 in relation to the Registration to be filed with the SEC on the date hereof (excluding any documents incorporated by reference in it and any exhibits to it).

“**SEC**” means the U.S. Securities and Exchange Commission.

“**Securities Act**” means the U.S. Securities Act of 1933, as amended.

“**Shareholders Register**” means the Issuer’s shareholders’ register.

“**Shares**” means a maximum of 34,431,000 registered common shares, nominal value of EUR 0.20 each, in the Issuer’s capital, issued by the Issuer pursuant to the Corporate Resolutions.

“**Trade Register Extract**” means a Trade Register extract relating to the Issuer provided by the Chamber of Commerce and dated the date hereof.

**Annex B – Board Certificate**

*[To be attached as separate document]*

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**BOARD CERTIFICATE OF THE BOARD OF**  
**NXP SEMICONDUCTORS N.V.**

**THE UNDERSIGNED:**

- (1) Richard Lynn Clemmer (Chief Executive Officer),
- (2) Sir Peter Bonfield (Chairman, non executive director)
- (3) Johannes Peter Huth (vice-chairman, non executive director),
- (4) Nicolas François Louis Cattelain (non executive director),
- (5) Eric Paul Coutinho (non executive director),
- (6) Egon Durban (non executive director),
- (7) Ian Kimball Loring (non executive director),
- (8) Michel Plantevin (non executive director),
- (9) Richard Charles Wilson (non executive director),
- (10) Kenneth Allen Goldman (non executive director), and
- (11) Josef Käser (non executive director),

acting in their capacity as members of the board (the “**Board**”) of **NXP Semiconductors N.V.**, a limited liability company with corporate seat in Eindhoven, the Netherlands and having its address at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands (the “**Issuer**”) and together forming the entire Board of the Issuer,

**WHEREAS:**

- (a) The Issuer understand that certain of its shareholders intend to offer up to 34,431,000 Shares in the share capital of the Issuer in an offering as described in the registration statement filed with the U.S. Securities and Exchange Commission on or about the date of this Board Certificate and to register the Shares with the U.S. Securities and Exchange Commission.
- (b) The Shares have been admitted to listing and trading on the NASDAQ Global Select Market.
- (c) This is the Board Certificate referred to in the opinion from De Brauw re. “NXP Semiconductors N.V. (the “**Issuer**”) - SEC registration of common shares” and dated the date hereof (the “**Opinion**”).
- (d) Terms defined in the Opinion have the same meaning in this Board Certificate. In this Board Certificate “including” means: including, without limitation.

**CERTIFY AND UNDERTAKE**, upon due and careful consideration and after having made all necessary enquiries:

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**1 Authenticity**

- (a) Each copy document (including each Corporate Resolution, each Deed of Issue and the electronic Shareholders Register) delivered to De Brauw as an attachment to the e-mail to which an executed copy of this Board Certificate was attached, is a correct and complete copy of the original;
- (b) each such original remains in full force and effect without modification on the date of this Board Certificate; and
- (c) we are not aware of any fact or circumstance which we understand or suspect has or may have any impact on the correctness of the Opinion and which has not been disclosed to De Brauw in writing.

**2 Trade Register information**

All information regarding the Issuer (including its articles of association) registered or on file with the Dutch Trade Register is true, accurate, complete and up to date.

**3 Solvency**

- (a) We are not aware of the Issuer being subject to any bankruptcy, suspension of payments, emergency measures, other insolvency proceedings as defined in Article 2(a) of Council Regulation (EC) No 1346/2000 of 29 May 2000 on insolvency proceedings or other laws relating to or affecting the rights of creditors; and
- (b) we are not aware of any fact or circumstance (including (i) any claim, litigation, arbitration or administrative or regulatory proceedings (in each case whether actual or threatened), and (ii) any fact or circumstance related to the financial condition, performance, business or prospects of the Issuer) which could reasonably be expected to lead to the Issuer becoming subject to any proceedings or laws as referred to in paragraph 3(a) above.

**4 Corporate Resolutions**

- (a) We are not aware of any fact or circumstance (including (i) any lack of capacity of any person, (ii) any conflict of interest, (iii) any force (*bedreiging*), fraud (*bedrog*), undue influence (*misbruik van omstandigheden*) or mistake (*dwalings*), and (iv) any amendment or supplement) which has the effect or could have the effect that any Corporate Resolution is not or ceases to be in full force and effect without modification; and
- (b) to the best of our knowledge each Corporate Resolution is reasonable

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and fair and we are not aware of any claim (whether actual or threatened and including any claim, litigation, arbitration or administrative or regulatory proceedings) to the contrary.

**5 Deeds of Issue and Shares**

To the best of our knowledge:

- (a) the Deed of Incorporation and each other Deed of Issue was within the capacity and powers of, and was validly authorised and entered into by, each party; and
- (b) the amount to be paid on the Shares issued pursuant to the Deed of Incorporation has been made available to the Issuer in accordance with the Declaration and all other Shares have been paid in accordance with the relevant Deed of Issue.

**RELIANCE:**

De Brauw may rely on this Board Certificate (without personal liability for the undersigned).



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**IN EVIDENCE WHEREOF:**

this certificate was signed by Richard Lynn Clemmer, Chief Executive Officer of the Issuer, also on behalf of the other members of the Board on the basis of e-mails to this effect.

By:

/s/ R.L. Clemmer

*Name:* R.L. Clemmer  
*Date:* 31 March 2011

**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, included herein and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG Accountants N.V.

Amstelveen, the Netherlands  
March 30, 2011

**Consent of Independent Registered Public Accounting Firm**

We consent to the use in this Registration Statement on Form F-1 of our report dated April 16, 2010, August 2, 2010 as to the effects of the Reverse Stock Split described in note 1, March 9, 2011 as to the effects of the Adjustments described in Note 1 and March 9, 2011 as to Note 3, relating to the consolidated financial statements of NXP Semiconductors N.V. and subsidiaries appearing in the Prospectus, which is part of this Registration Statement. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte Accountants B.V.

Amsterdam, the Netherlands  
March 30, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 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 29, 2011