

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

NXP Semiconductors N.V.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your Right to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 27, 2020.**

NXP SEMICONDUCTORS N.V.



NXP SEMICONDUCTORS N.V.
HIGH TECH CAMPUS 60
5656 AG EINDHOVEN, THE NETHERLANDS

Meeting Information

Meeting Type: Annual General Meeting
For holders as of: April 29, 2020
Date: May 27, 2020 **Time:** 2:00 PM CET
Location: NXP Head Office
High Tech Campus 60
5656 AG Eindhoven, The Netherlands

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 13, 2020 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Due to the COVID-19 outbreak, in person AGM attendance and voting may be limited. Please check <https://investors.nxp.com/annual-general-meeting-2020> for updated information. Questions related to the agenda of the AGM can be submitted at nxp.agm@nxp.com before May 22, 2020, 10:00 p.m. CET (4 p.m. EST). We encourage you to vote your shares prior to the AGM using one of the methods below.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card that will provide instructions to vote these shares by proxy via telephone.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. Adoption of the 2019 statutory annual accounts
2. Discharge of the members of the Board for their responsibilities in the fiscal year ended December 31, 2019
- 3a. Appoint Kurt Sievers as executive director
- 3b. Re-appoint Sir Peter Bonfield as non-executive director
- 3c. Re-appoint Kenneth A. Goldman as non-executive director
- 3d. Re-appoint Josef Kaeser as non-executive director
- 3e. Re-appoint Lena Olving as non-executive director
- 3f. Re-appoint Peter Smitham as non-executive director
- 3g. Re-appoint Julie Southern as non-executive director
- 3h. Re-appoint Jasmin Staiblin as non-executive director
- 3i. Re-appoint Gregory Summe as non-executive director
- 3j. Re-appoint Karl-Henrik Sundström as non-executive director
4. Authorization of the Board to issue ordinary shares of the Company and grant rights to acquire ordinary shares
5. Authorization of the Board to restrict or exclude pre-emption rights accruing in connection with an issue of shares or grant of rights

6. Authorization of the Board to repurchase ordinary shares
7. Authorization of the Board to cancel ordinary shares held or to be acquired by the Company
8. Appointment of Ernst & Young Accountants LLP as independent auditors for a three-year period, starting with the fiscal year ending December 31, 2020
9. Determination of the remuneration of the members and Chairs of the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee of the Board
10. Amendment of the Company's Articles of Association
11. Non-binding, advisory vote to approve Named Executive Officer compensation

The Board of Directors recommends you vote 1 YEAR on the following proposal:

12. To recommend, by non-binding vote, the frequency of executive compensation votes.

