

March 25, 2022

Tim Shelhamer
Chief Corporate Counsel
NXP Semiconductors N.V.
60 High Tech Campus
5656AG Eindhoven
Netherlands

N.V.
Statement on Form S-4
2022

Re: NXP Semiconductors
Registration
Filed March 21,
File No. 333-263732

Dear Mr. Shelhamer:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Herbers at 202-551-8028 with any questions.

Please contact Gregory

Sincerely,

Division of Corporation Finance

Office of Manufacturing

cc:
Belkhayat

Laura A. Kaufmann