

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>David Reed</u>  (Last) (First) (Middle) <u>C/O NXP SEMICONDUCTORS N.V.</u> <u>HIGH TECH CAMPUS 60</u>  (Street) <u>EINDHOVEN P7 5656AG</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NXP Semiconductors N.V. [ NXPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Technology &amp; Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2019		M		6,061	A	(1)	37,072.051	D	
Common Stock	10/26/2019		F		2,386	D	\$105.86	34,686.051	D	
Common Stock	10/27/2019		M		7,738	A	(1)	42,424.051	D	
Common Stock	10/27/2019		F		3,045	D	\$105.86	39,379.051	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(1)	10/26/2019		M		6,061	(2)	10/26/2020	Common Stock	6,061	\$0	6,061	D	
Restricted Stock Unit	(1)	10/27/2019		M		7,738	(3)	10/27/2019	Common Stock	7,738	\$0	0	D	

**Explanation of Responses:**

- Each Restricted Stock Unit represents the conditional right to receive one share of common stock.
- The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/26/2017 grant date (subject to the terms of the reporting person's award agreement).
- The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/27/2016 grant date (subject to the terms of the reporting person's award agreement).

**Remarks:**

/s/ David Reed by Dr. Jean A.W. Schreurs under Power of 10/29/2019 Attorney

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.