**KELLY PETER**

1. Name and Address of Reporting Person

C/O NXP SEMICONDUCTORS N.V.
HIGH TECH CAMPUS 60
P7
EINDHOVEN
5656AG

2. Issuer Name and Ticker or Trading Symbol

NXP Semiconductors N.V. [NXPI]

3. Date of Earliest Transaction (Month/Day/Year)

07/26/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

07/26/2020

5. Relationship of Reporting Person(s) to Issuer

Director
X
Officer (give title below)
EVP & CFO

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Security Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D) (Instr. 3, 4 and 5)</th>
<th>Price</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/26/2020</td>
<td>M</td>
<td>11,313</td>
<td>A</td>
<td>$0</td>
<td>78,105</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/26/2020</td>
<td>F</td>
<td>4,452</td>
<td>D</td>
<td>$115.75</td>
<td>73,653</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>19,338</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>22,385</td>
<td>I</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Ownership Form of Indirect Beneficial Ownership (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>07/26/2020</td>
<td>M</td>
<td>11,313</td>
<td>07/26/2021</td>
<td>11,313</td>
<td>0.5</td>
<td>11,315</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each Restricted Stock Unit represents the conditional right to receive one share of common stock.
2. The Restricted Stock Units vest in three equal annual installments on the anniversary of the 7/26/2018 grant date (subject to the terms of the reporting person’s award agreement).

**Remarks:**

/s/ Peter Kelly by Dr. Jean A.W. Schreurs under Power of Attorney 07/28/2020

**Signature of Reporting Person**

Date