SEC Form 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Person¹
Sievers Kurt

(Last) (First) (Middle)
C/O NXP SEMICONDUCTORS N.V.
HIGH TECH CAMPUS 60
EINDHOVEN P7 5656AG

2. Issuer Name and Ticker or Trading Symbol
NXP Semiconductors N.V. [ NXPI ]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/27/2024

5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner
X Officer (give title below) CEO & President

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

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

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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/27/2024</td>
<td></td>
<td></td>
<td></td>
<td>21,991</td>
<td>$252.06</td>
</tr>
</tbody>
</table>

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

<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>Transaction Code (Instr. 8)</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 of Derivative Security (Instr. 5)</th>
<th>Amount or Number of Shares</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

Explanation of Responses:
1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $251.98 to $252.33, inclusive. The reporting person undertakes to provide to NXP Semiconductors N.V., any security holder of NXP Semiconductors N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnot.

Remarks:

/s/ Kurt Sievers by Timothy Shelhamer under Power of Attorney

02/29/2024

** 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).


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.

[Form filed by More than One Reporting Person]

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

[** Signature of Reporting Person]

[Date]