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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9  
(RULE 14d-101)**

SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

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**NXP Semiconductors N.V.**  
(Name of Subject Company)

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**NXP Semiconductors N.V.**  
(Names of Persons Filing Statement)

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**Common shares, par value EUR 0.20 per share**  
(Title of Class of Securities)

**N6596X109**  
(CUSIP Number of Class of Securities)

**Dr. Jean A.W. Schreurs  
SVP and Chief Corporate Counsel  
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Eindhoven, The Netherlands  
+31-40-2728686**

(Name, address and telephone numbers of person authorized to receive notices and communications  
on behalf of the persons filing statement)

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*With copies to:*

**Kenton J. King  
Allison R. Schneirov  
Four Times Square  
New York, New York 10036  
212-735-3000**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Schedule 14D-9 filing consists of excerpts from NXP Semiconductors N.V.'s (the "Company") earnings call related to the proposed acquisition of the Company by QUALCOMM Incorporated ("Parent") and Qualcomm River Holdings B.V. ("Buyer"), a private company with limited liability organized under the laws of The Netherlands and an indirect and wholly owned subsidiary of Parent, pursuant to the terms of the Purchase Agreement, dated October 27, 2016 entered into by and between the Company and Buyer:

List of Exhibits:

Exhibit 1 Excerpts from the transcript of the question and answers session from NXP Semiconductor N.V.'s earnings call on October 27, 2016 for the period ended October 2, 2016

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

THIS COMMUNICATION CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS WITH RESPECT TO THE TENDER OFFER AND RELATED TRANSACTIONS, INCLUDING THE TIMING OF THE COMPLETION OF THE TRANSACTION AND THE EXPECTED BENEFITS OF THE PROPOSED TRANSACTION. THESE FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY THE FACT THAT THEY DO NOT RELATE ONLY TO HISTORICAL OR CURRENT FACTS. FORWARD-LOOKING STATEMENTS OFTEN USE WORDS SUCH AS "ANTICIPATE", "TARGET", "EXPECT", "ESTIMATE", "INTEND", "PLAN", "GOAL", "BELIEVE", "HOPE", "AIM", "CONTINUE", "WILL", "MAY", "WOULD", "COULD" OR "SHOULD" OR OTHER WORDS OF SIMILAR MEANING OR THE NEGATIVE THEREOF. THERE ARE SEVERAL FACTORS WHICH COULD CAUSE ACTUAL PLANS AND RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED IN FORWARD-LOOKING STATEMENTS. SUCH FACTORS INCLUDE, BUT ARE NOT LIMITED TO, THE EFFECT OF THE ANNOUNCEMENT OF THE TENDER OFFER AND RELATED TRANSACTIONS ON THE COMPANY'S BUSINESS RELATIONSHIPS (INCLUDING, WITHOUT LIMITATION, PARTNERS AND CUSTOMERS), OPERATING RESULTS AND BUSINESS GENERALLY; THE OCCURRENCE OF ANY EVENT, CHANGE OR OTHER CIRCUMSTANCES THAT COULD GIVE RISE TO THE TERMINATION OF THE PURCHASE AGREEMENT, AND THE RISK THAT THE PURCHASE AGREEMENT MAY BE TERMINATED IN CIRCUMSTANCES THAT REQUIRE THE COMPANY TO PAY TERMINATION COMPENSATION; THE OUTCOME OF ANY LEGAL PROCEEDINGS THAT MAY BE INSTITUTED AGAINST THE COMPANY RELATED TO THE PURCHASE AGREEMENT; UNCERTAINTIES AS TO THE NUMBER OF SHAREHOLDERS OF THE COMPANY WHO MAY TENDER THEIR SHARES IN THE TENDER OFFER; THE FAILURE TO SATISFY OTHER CONDITIONS TO COMPLETION OF THE TRANSACTION, INCLUDING THE RECEIPT OF ALL REGULATORY APPROVALS RELATED TO THE TRANSACTION (AND ANY CONDITIONS, LIMITATIONS OR RESTRICTIONS PLACED ON THESE APPROVALS); RISKS THAT THE TENDER OFFER AND RELATED TRANSACTIONS DISRUPT CURRENT PLANS AND OPERATIONS AND THE POTENTIAL DIFFICULTIES IN EMPLOYEE RETENTION AS A RESULT OF THE PROPOSED TRANSACTIONS; THE EFFECTS OF LOCAL AND NATIONAL ECONOMIC, CREDIT AND CAPITAL MARKET CONDITIONS ON THE ECONOMY IN GENERAL, AND OTHER RISKS AND UNCERTAINTIES; AND THOSE RISKS AND UNCERTAINTIES DISCUSSED FROM TIME TO TIME IN OUR OTHER REPORTS AND OTHER PUBLIC FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC").

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On October 27, 2016, members of the management team of NXP Semiconductors N.V. (“NXP”), including Jeff Palmer, VP of IR, Rick Clemmer, President and CEO, Dan Durn, CFO, and Peter Kelly, EVP of Strategy and M&A Integration, participated in NXP’s Integration, participated in NXP’s third quarter earnings conference call. Some of their remarks included a discussion of the proposed acquisition of NXP by QUALCOMM Incorporated and Qualcomm River Holdings B.V. Below are excerpts from the transcript of the conference call relating to the proposed transaction.

#### **CORPORATE PARTICIPANTS**

**Jeff Palmer** *NXP Semiconductors N.V. - VP of IR*

**Rick Clemmer** *NXP Semiconductors N.V. - President and CEO*

**Dan Durn** *NXP Semiconductors N.V. - CFO*

**Peter Kelly** *NXP Semiconductors N.V. - EVP of Strategy and M&A Integration*

#### **CONFERENCE CALL PARTICIPANTS**

**John Pitzer** *Credit Suisse - Analyst*

**Ross Seymore** *Deutsche Bank - Analyst*

**William Stein** *SunTrust Robinson Humphrey - Analyst*

**Stacy Rasgon** *Sanford C. Bernstein & Co. - Analyst*

**Tore Svanberg** *Stifel Nicolaus - Analyst*

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**John Pitzer** - *Credit Suisse - Analyst*

That's helpful. And then Dan, just want to make sure understand some of the margin targets you talked about exiting 2017. First, does that include or exclude the standard products divestiture? I apologize if I missed that. And just given the announcement this morning, would there be opportunity to try to accelerate some of the organic synergy gains at NXP ahead of the merger, or how should we think about that?

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**Dan Durn** - *NXP Semiconductors N.V. - CFO*

John, a couple of things. First, the guidance we gave is just providing clarity post the divestiture, how the Company will profile. It is very consistent with what was said at the analyst day, very consistent with what was said at the time we announced the divestiture of standard products. Exiting the year on the run rate basis, we'll be close to the low-end of our margin guidelines. It will not be a full-year 2017 number.

In terms of pre-close synergy capture opportunities, we have to be absolutely clear on this. While we can plan for integration as a Company and strong execution post close is a function of really sound granular detailed bottoms-up planning, it is just that, planning. So there will be no change to the decisions we or Qualcomm make as independent companies in the deal pendency period, and we will continue to execute against the plan we just communicated. Post close of the Qualcomm transaction, that is when you will start to see decision making's reflecting the combination of the two entities, and the economic impact associated with it.

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**Ross Seymore** - *Deutsche Bank - Analyst*

The first question is on the deal with Qualcomm. How, in your perspective, either Dan or Rick, do you reconcile the earnings power that the Company described at the analyst meeting earlier this year, with the price that Qualcomm is paying and you are accepting that price. Any framework on how you view valuation would be helpful.

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**Rick Clemmer** - *NXP Semiconductors N.V. - President and CEO*

I think Ross it is important to realize that pre-rumor price, this represents a 34% premium. So for a transaction of this size, it's a pretty sizable premium. That being said, as we looked at the opportunity that we have on connected devices, we've been talking about this, ultimately we needed to have a better connectivity portfolio, to be able to drive the leadership that we wanted to be able to achieve.

Specifically in autonomous driving. It has become more obvious to Kurt and I over the last few quarters, that we needed increased computing horsepower to be able to do machine learning, and really be able to take advantage of the complete AI solution as opposed to the areas where we had clearly identified leadership and can drive. We think that is very complementary.

Although we have a good connectivity platform for our current portfolio, as we looked out at over the next few years, we clearly had to expand our connectivity capability, to be in the leadership position we wanted to on the Internet of Things, and as we focus on secure connections for the smarter world. The combination of this brings it together very nicely.

Our Board went through this and approved this, based on their view associated with the price. I think the other thing that we shouldn't lose sight of, is there is a lot of overlap between the shareholders of both companies, and there is clearly an opportunity for both shareholders that view the value creation opportunity as significantly as we do, for them to participate in that by actually buying Qualcomm shares.

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**Stacy Rasgon** - *Sanford C. Bernstein & Co. - Analyst*

I wanted to go back to the deal itself. I understand, I think, the need to achieve a better connectivity portfolio to achieve your goals, but if that is the case, why is selling for \$110 to somebody else absolutely the best way to get to that connectivity? If I just look at the stocks right now, in the pre-market Qualcomm's up something like 4% or more. You are up barely 2%, which suggests that right now shareholders of Qualcomm are happier with the deal than shareholders of NXP. Why is this the best way to get what you need, in order to achieve your growth goals?

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**Rick Clemmer** - *NXP Semiconductors N.V. - President and CEO*

Stacy, I think, it's obviously any value is what you negotiate between two parties. We can't lose sight of the fact that it was a 34% premium to the pre-disclosure, pre-rumor periods. When you think about a transaction of this magnitude, a 34% premium is, at least as we have been advised, pushing the limit associated with it.

I think as we think about the future, the value of bringing the two companies together and bringing the most compelling platform in the industry going forward, is just too significant of an opportunity to forego. We think who have gone through this with our board, and our board feels like this is a fair price, and a price that is reasonable for our shareholders.



Our shareholders frankly have the ability, that if they see the opportunity as you do, or it sounds like you do, and we do, they can participate by buying Qualcomm shares associated with it. So we think it does represent a fair value. Clearly, being at the 34% premium to the pre-rumor price is a significant factor associated with it. Stacy, Peter Kelly's joined us too here.

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**Peter Kelly** - *NXP Semiconductors N.V. - EVP of Strategy and M&A Integration*

Stacy, I just want to say one thing. Overall I do think this is a terrific deal. You are right in pointing out that Qualcomm shareholders are very pleased. As Rick said, the improvement in our stock price versus the unaffected price has been very substantial part. I am not a corporate finance expert, but I think our stock will trade more on account of discounts to close than anything else in the coming months. But I do think this is a terrific deal.

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**Stacy Rasgon** - *Sanford C. Bernstein & Co. - Analyst*

I guess to follow up on that, though, why wouldn't you be willing to put in the work over the next year to achieve a higher stock price on your own? And this thing isn't going to close for over a year anyways. What makes you think you couldn't get a stock price above \$110 on your own by the end of 2017? Simply given the margin target you talked about and the growth goals that you talked but at the analyst day, something that would be or should be achievable, with more upside beyond that. So why wouldn't you try to get it now rather than selling out at \$110 today?

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**Rick Clemmer** - *NXP Semiconductors N.V. - President and CEO*

Stacy, I think the key is, we're comfortable with the performance we have laid out. We're very comfortable with the portfolio we have. The opportunity to have a more complete, ubiquitous platform, to be able to address the market opportunities we see, we just thought was too significant opportunity to forgo.

We think it is extremely compelling. We think that our shareholders have the ability to achieve a reasonable value out of this transaction, and again, if they believe as strongly as we do in the opportunities, they can participate in it through Qualcomm shares. And there is a significant cross-holding between the two companies in any case, Stacy.

This has nothing to do with us not believing in what we have laid out. We still feel very comfortable associated with that. If you look at where we have traded over the last couple of years, we typically have traded at a discount to our peers, associated with the industry. So for us to be able to achieve this with a very significant premium for a very large deal is something that we feel like is really a good result, and one that we are very pleased with.

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**Peter Kelly** - *NXP Semiconductors N.V. - EVP of Strategy and M&A Integration*

As Rick said, this is about creating a powerhouse. This is a fantastic opportunity to create a powerhouse company.

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