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

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**SCHEDULE 14D-9**  
(Amendment No. 19)

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.**  
(Name of Person Filing Statement)

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Common Stock, 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  
60 High Tech Campus  
5656 AG  
Eindhoven, The Netherlands  
+31-40-2728686

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

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*With copies to:*  
**Kenton J. King**  
**Allison R. Schneirov**  
**Alexandra J. McCormack**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**Four Times Square**  
**New York, New York 10036**  
**212-735-3000**

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

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This Amendment No. 19 to Schedule 14D-9 (this “**Amendment No. 19**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the Securities and Exchange Commission (the “**SEC**”) on November 18, 2016 (together with any subsequent amendments and supplements thereto, the “**Schedule 14D-9**”), by NXP Semiconductors N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the “**Company**” or “**NXP**”). The Schedule 14D-9 relates to the offer by Qualcomm River Holdings B.V. (“**Buyer**”), a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands and an indirect, wholly owned subsidiary of QUALCOMM Incorporated, a Delaware corporation (“**Parent**”), to acquire all of the outstanding common shares, par value €0.20 per share, of the Company (the “**Shares**”) at a purchase price of \$110.00 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated November 18, 2016, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the “**Offer**”).

All information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is hereby expressly incorporated by reference into this Amendment No. 19, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used but not defined in this Amendment No. 19 have the meanings ascribed to them in the Schedule 14D-9.

**Item 9. Exhibits**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(Z)	Note to NXP Employees from Rick Clemmer, dated November 8, 2017.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 8, 2017

NXP SEMICONDUCTORS N.V.

By: /s/ Dr. Jean A.W. Schreurs

Dr. Jean A.W. Schreurs

SVP and Chief Corporate Counsel

**Subject: Proposed Bid from Broadcom to Acquire Qualcomm**

**From: Rick Clemmer**

Dear NXP Team,

By now, you have probably seen the news about Broadcom's proposed offer to acquire Qualcomm. This is an unsolicited third-party proposed transaction that does not affect our agreement with Qualcomm, and we continue to support Qualcomm's acquisition of NXP.

Qualcomm and NXP are working hard with regulators to close our transaction as soon as possible and, in the meantime, we need to continue to focus on running our business and finalizing Day One preparations.

You may use the above statement to respond to customer questions or contact GSM Communications for further guidance on customer inquiries.

I encourage you to not be distracted by this news, to not speculate on the possible effects of Broadcom's proposed offer, and to stay focused on the important work you are doing and on our customer commitments and key business priorities.

For reference, the following is a message from Steve Mollenkopf:

*In light of this news, I want to reaffirm with all of you that the NXP acquisition is on track and we continue to be very excited about the incredible opportunity we have to bring together Qualcomm's mobile roadmap and scale with NXP's automotive, security and IoT expertise and channel strength.*

*We remain focused on planning for the integration of our companies and obtaining the remaining regulatory approvals to move us closer to Day One.*

*As this situation further develops, we will be sure to keep you updated.*

*Steve*

As usual, if you receive questions about this topic from the media, please direct those inquiries to our PR Team.

Thanks in advance for your support.

Rick Clemmer  
NXP CEO