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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 26, 2021

NXP Semiconductors N.V.

(Exact name of Registrant as specified in charter)

Netherlands

(State or other jurisdiction
of incorporation)

001-34841

(Commission
file number)

98-1144352

(IRS employer
identification number)

60 High Tech Campus

Eindhoven

Netherlands

(Address of principal executive offices)

5656 AG

(Zip code)

+31 40 2729999

(Registrant's telephone number, including area code)

NA

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common shares, EUR 0.20 par value

Trading symbol(s)
NXPI

Number of each exchange on which registered
The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933

(§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 5.07 Submission of Matters to a Vote of Security Holders.

NXP Semiconductors N.V. (the "Company") announced the results of its 2021 annual general meeting of shareholders held on May 26, 2021.

The Annual General Meeting of Shareholders voted upon the following resolutions:

1. Adoption of the 2020 statutory annual accounts

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 229,009,949 | 296,947 | 120,770 | 13,030,928 |

2. Discharge the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2020

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 241,886,660 | 325,729 | 246,205 | — |

- 3a. Re-appointment of Mr. Kurt Sievers as executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 229,118,436 | 244,565 | 64,665 | 13,030,928 |

- 3b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 171,157,782 | 58,202,553 | 67,331 | 13,030,928 |

- 3c. Appointment of Ms. Annette Clayton as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 228,794,318 | 295,289 | 338,059 | 13,030,928 |

- 3d. Appointment of Mr. Anthony Foxx as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 214,835,276 | 14,249,730 | 342,660 | 13,030,928 |

- 3e. Re-appointment of Mr. Kenneth A. Goldman as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 141,343,618 | 88,012,722 | 71,326 | 13,030,928 |

- 3f. Re-appointment of Mr. Josef Kaeser as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 209,100,498 | 20,257,896 | 69,272 | 13,030,928 |

- 3g. Re-appointment of Ms. Lena Olving as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 173,931,533 | 55,160,787 | 335,346 | 13,030,928 |

- 3h. Re-appointment of Mr. Peter Smitham as non-executive director with effect from May 26, 2021
-

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 156,744,670 | 72,611,786 | 71,210 | 13,030,928 |

3i. Re-appointment of Ms. Julie Southern as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 220,507,750 | 8,857,228 | 62,688 | 13,030,928 |

3j. Re-appointment of Ms. Jasmin Staiblin as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 223,450,045 | 5,914,803 | 62,818 | 13,030,928 |

3k. Re-appointment of Mr. Gregory L. Summe as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 195,115,630 | 34,242,389 | 69,647 | 13,030,928 |

3l. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from May 26, 2021

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 172,392,742 | 56,969,453 | 65,471 | 13,030,928 |

4. Authorization of the Board to issue ordinary shares of the Company (“ordinary shares”) and grant rights to acquire ordinary shares

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 241,655,490 | 750,642 | 52,462 | — |

5. Authorization of the Board to restrict or exclude pre-emption rights accruing in connection with an issue of shares or grant of rights

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 237,335,307 | 5,045,233 | 78,054 | — |

6. Authorization of the Board to repurchase ordinary shares

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 240,029,197 | 1,909,155 | 520,242 | — |

7. Authorization of the Board to cancel ordinary shares held or to be acquired by the Company

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 240,890,187 | 1,463,000 | 105,407 | — |

8. Approval of the amended remuneration of the non-executive members of the Board

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 227,117,377 | 1,713,490 | 596,799 | 13,030,928 |

9. Approval on a non-binding, advisory basis of the compensation of our Named Executive Officers

For
149,518,865

Against
79,471,549

Abstain
437,252

Broker Non-Votes
13,030,928

Item 8.01 Other Events.

On May 27, 2021, the Board approved the payment of an interim dividend for the second quarter of 2021 of \$0.5625 per ordinary share. The interim dividend will be paid in cash on July 6, 2021 to shareholders of record as of June 15, 2021.

A copy of the Company's press release announcing the dividend payment is attached as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated May 27, 2021 entitled: "NXP Semiconductors Announces Quarterly Dividend"](#).

104 Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NXP Semiconductors N.V.

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

Name: Dr. Jean A.W. Schreurs

Title: SVP and Chief Corporate Counsel

Date: May 27, 2021



NXP Semiconductors Announces Quarterly Dividend

EINDHOVEN, The Netherlands, May 27, 2021 – NXP Semiconductors N.V. (NASDAQ: NXPI) today announced that, as part of its Quarterly Dividend Program, its board of directors has approved the payment of an interim dividend for the second quarter of 2021 of \$0.5625 per ordinary share. The interim dividend will be paid in cash on July 6, 2021 to shareholders of record as of June 15, 2021.

Taxation – Cash Dividends

Cash dividends will be subject to the deduction of Dutch dividend withholding tax at the rate of 15 percent, which may be reduced in certain circumstances. Non-Dutch resident shareholders, depending on their circumstances, may be entitled to a full or partial refund of Dutch dividend withholding tax. If you are uncertain as to the tax treatment of any dividends, consult your tax advisor.

NXP Semiconductors N.V. enables secure connections for a smarter world, advancing solutions that make lives easier, better, and safer. As the world leader in secure connectivity solutions for embedded applications, NXP is driving innovation in the automotive, industrial & IoT, mobile, and communication infrastructure markets. Built on more than 60 years of combined experience and expertise, the company has approximately 29,000 employees in more than 30 countries and posted revenue of \$8.61 billion in 2020. Find out more at www.nxp.com.

Forward-looking Statements

This document includes forward-looking statements which include statements regarding NXP's interim dividend. By their nature, forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties include the following: the duration and spread of the COVID-19 outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume; market demand and semiconductor industry conditions; the ability to successfully introduce new technologies and products; the end-market demand for the goods into which NXP's products are incorporated; trade disputes between the U.S. and China, potential increase of barriers to international trade and resulting disruptions to our established supply chains; the ability to generate sufficient cash, raise sufficient capital or refinance corporate debt at or before maturity; the ability to meet the combination of corporate debt service, research and development and capital investment requirements; the ability to accurately estimate demand and match manufacturing production capacity accordingly or obtain supplies from third-party producers; the access to production capacity from third-party outsourcing partners; any events that might affect third-party business partners or NXP's relationship with them, including the outbreak of COVID-19 or the requirements to suspend activities with customers or suppliers because of changing import and export regulations; the ability to secure adequate and timely supply of equipment and materials from suppliers; the ability to avoid operational problems and product defects and, if such issues were to arise, to correct them quickly; the ability to form strategic partnerships and joint ventures and to successfully cooperate with alliance partners; the ability to win competitive bid selection processes to develop products for use in customers' equipment and products; the ability to achieve targeted efficiencies and cost savings; the ability to successfully hire and retain key management and senior product architects; and, the ability to maintain good relationships with our suppliers. In addition, this document contains information concerning the semiconductor industry and NXP's business generally, which is forward-looking in nature and is based on a variety of

assumptions regarding the ways in which the semiconductor industry, NXP's markets and product areas may develop. NXP has based these assumptions on information currently available, if any one or more of these assumptions turn out to be incorrect, actual results may differ from those predicted. While NXP does not know what impact any such differences may have on its business, if there are such differences, its future results of operations and its financial condition could be materially adversely affected. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak to results only as of the date the statements were made. Except for any ongoing obligation to disclose material information as required by the United States federal securities laws, NXP does not have any intention or obligation to publicly update or revise any forward-looking statements after we distribute this document, whether to reflect any future events or circumstances or otherwise. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in our SEC filings. Copies of our SEC filings are available on our Investor Relations website, www.nxp.com/investor or from the SEC website, www.sec.gov.

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NXP-Corp