

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>KELLY PETER</u>  (Last) (First) (Middle) C/O NXP SEMICONDUCTORS N.V. HIGH TECH CAMPUS 60  (Street) EINDHOVEN P7 5656AG  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>NXP Semiconductors N.V. [ NXPI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">EVP &amp; CFO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	57,184	D	
Common Stock	40,000	I	By 2019 GRAT

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Unit	(1)	10/27/2019	Common Stock 10,093	(2)	D	
Restricted Stock Unit	(3)	10/26/2020	Common Stock 18,182	(2)	D	
Restricted Stock Unit	(4)	07/26/2021	Common Stock 22,628	(2)	D	
Stock Option (right to buy)	(5)	11/01/2021	Common Stock 65,000	16.84	D	
Stock Option (right to buy)	(6)	10/25/2022	Common Stock 40,000	23.49	D	
Stock Option (right to buy)	(7)	10/24/2023	Common Stock 35,247	39.58	D	
Stock Option (right to buy)	(8)	10/23/2024	Common Stock 42,401	64.18	D	
Stock Option (right to buy)	(9)	10/29/2025	Common Stock 23,698	73	D	

Explanation of Responses:

- The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/27/2016 grant date (subject to the terms of the reporting person's award agreement).
- Each Restricted Stock Unit represents the conditional right to receive one share of common stock.
- The Restricted Stock Units vest in three equal annual installments on the anniversary of the 10/26/2017 grant date (subject to the terms of the reporting person's award agreement).
- 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).
- The Stock Options vest at the rate of 25% per year on each anniversary of the 11/01/2011 grant date (subject to the terms of the reporting person's award agreement).
- The Stock Options vest at the rate of 25% per year on each anniversary of the 10/25/2012 grant date (subject to the terms of the reporting person's award agreement).
- The Stock Options vest at the rate of 25% per year on each anniversary of the 10/24/2013 grant date (subject to the terms of the reporting person's award agreement).
- The Stock Options vest at the rate of 25% per year on each anniversary of the 10/23/2014 grant date (subject to the terms of the reporting person's award agreement).
- The Stock Options vest at the rate of 25% per year on each anniversary of the 10/29/2015 grant date (subject to the terms of the reporting person's award agreement).

Remarks:

The Board of Directors of the Company has determined effective August 1, 2019 to comply with the reporting requirements and use the filing forms applicable to U.S. public companies under U.S. securities laws, including reports required under Section 16 of the U.S. Securities Exchange Act of 1934 ("Exchange Act"). Previously, the Company has determined that it qualified as a foreign private issuer under the Exchange Act and has made use of the foreign private issuer accommodations under U.S. securities laws.

/s/ Peter Kelly by Dr. Jean A.W. Schreurs under Power of Attorney 08/01/2019

\*\* 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 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

Power of Attorney

I, the undersigned, hereby appoint Jennifer Wuamett, Jean Schreurs, and Timothy Shelhamer, and each of them, acting alone without the other, my true and lawful attorneys-in-fact, with full power of substitution and revocation, to prepare, execute and file on my behalf with respect to my holdings of and transactions in securities issued by NXP Semiconductors N.V. (the "Company"):

- \* any and all Forms 3, 4, 5 and 144 and any successor forms (and any amendments or corrections to all such forms); and
- \* any related documents or items (including a Form ID and any other documents necessary to obtain codes and passwords necessary to make electronic filings) which any one of them may deem needed or desirable with the Securities and Exchange Commission and any and all applicable stock exchanges.

In addition, I hereby grant unto said attorneys-in-fact full power and authority to do and perform each and every act and thing necessary or appropriate in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required, by me. I hereby ratify and confirm all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue of this power of attorney and the rights and powers granted herein.

I acknowledge that this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information, and this Power of Attorney does not relieve me from responsibility for complying with Section 16(a) of the Securities Exchange Act of 1934, as amended. This Power of Attorney shall remain in full force and effect until revoked by delivering a signed Revocation of Power of Attorney to each of the foregoing attorneys-in-fact.

The undersigned agrees that each attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each attorney-in-fact against any losses, claims, damages or liabilities that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4, 5 or 144 (including amendments thereto) or Form ID, and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage or liability.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned in connection with matters substantially similar to those discussed herein, and any and all other previous powers of attorney are hereby revoked.

By: /s/ Peter Kelly  
Name: Peter Kelly  
Title: EVP & CFO  
Date: 17 July 2019