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

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**SCHEDULE 14D-9**

(Amendment No. 12)

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  
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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**

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**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. 12 to Schedule 14D-9 (this “**Amendment No. 12**”) 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. 12, 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. 12 have the meanings ascribed to them in the Schedule 14D-9.

#### **Item 8. Additional Information**

The disclosure in Item 8 of the Schedule 14D-9 under the heading “(b) *Regulatory and Other Approvals-Antitrust Compliance*” is hereby amended and supplemented by adding the following sentence to the end of the seventh paragraph of such section:

“On June 9, 2017, the EC announced that it has opened an in-depth (Phase II) investigation of the transactions contemplated by the Purchase Agreement. As a result, the review period has a current provisional deadline of October 17, 2017.”

The disclosure in Item 8 of the Schedule 14D-9 under the heading “(b) *Regulatory and Other Approvals-Antitrust Compliance*” is hereby further amended and supplemented by adding the following sentence to the end of the fourteenth paragraph of such section:

“On June 14, 2017, Parent received notice from the TFTC that the TFTC had determined not to exercise its jurisdiction over the transactions contemplated by the Purchase Agreement on the basis that the proposed transactions should not have direct, substantial or reasonably foreseeable impact on the Taiwanese relevant market. Upon receipt of this notice, the relevant waiting period is deemed to have been terminated.”

#### **Item 9. Exhibits**

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

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(S)	Press release issued by Parent, dated June 15, 2017, announcing receipt of antitrust clearance by the Taiwan Fair Trade Commission (incorporated by reference to Exhibit (a)(5)(N) to the Schedule TO).

**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: June 15, 2017

NXP SEMICONDUCTORS N.V.

By: /s/ Dr. Jean A.W. Schreurs  
Dr. Jean A.W. Schreurs  
SVP and Chief Corporate Counsel