
**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 24, 2023

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-4c))

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

Title of each class	Trading symbol(s)	Number of each exchange on which registered
Common shares, EUR 0.20 par value	NXPI	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 2023 annual general meeting of shareholders held on May 24, 2023.

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

1. Adoption of the 2022 statutory annual accounts

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
213,579,547	94,768	200,988	17,681,398

2. Discharge the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2022

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
230,710,185	604,252	242,264	—

- 3a. Re-appointment of Mr. Kurt Sievers as executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
213,390,826	378,925	105,552	17,681,398

- 3b. Re-appointment of Ms. Annette Clayton as non-executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
207,954,427	5,780,632	140,244	17,681,398

- 3c. Re-appointment of Mr. Anthony Foxx as non-executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
211,238,021	2,468,873	168,409	17,681,398

- 3d. Re-appointment of Mr. Chunyuan Gu as non-executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
213,445,409	266,847	163,047	17,681,398

- 3e. Re-appointment of Ms. Lena Olving as non-executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
212,472,869	1,259,778	142,656	17,681,398

- 3f. Re-appointment of Ms. Julie Southern as non-executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
208,065,647	5,664,607	145,049	17,681,398

- 3g. Re-appointment of Ms. Jasmin Staiblin as non-executive director with effect from May 24, 2023

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
213,306,047	425,136	144,120	17,681,398

- 3h. Re-appointment of Mr. Gregory L. Summe as non-executive director with effect from May 24, 2023
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	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	199,694,878	14,023,465	156,960	17,681,398
3i. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from May 24, 2023				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	195,945,764	17,812,906	116,633	17,681,398
3j. Appointment of Moshe Gavrielov as non-executive director with effect from May 24, 2023				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	213,473,666	236,276	165,361	17,681,398
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>
	230,410,006	999,608	147,087	—
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>
	228,519,661	2,867,772	169,268	—
6. Authorization of the Board to repurchase ordinary shares				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	230,510,083	590,035	456,583	—
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>
	231,303,994	150,889	101,818	—
8. Re-appointment of Ernst & Young Accountants LLP as independent auditor of the Company for the fiscal year ending December 31, 2023				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	231,298,372	120,566	137,763	—
9. Approval on a non-binding, advisory basis of the compensation of our Named Executive Officers				
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	202,105,341	10,985,785	784,177	17,681,398

Item 8.01 Other Events.

On May 25, 2023, the Board approved the payment of an interim dividend of \$1.014 per ordinary share for the second quarter of 2022. The interim dividend will be paid on July 6, 2023 to shareholders of record as of June 14, 2023.

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 25, 2023 entitled: "NXP Semiconductors Announces Quarterly Dividend"](#).
104 Cover Page Interactive Data File (formatted as Inline XBRL).
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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/ Timothy Shelhamer

Name: Timothy Shelhamer

Title: VP and Chief Corporate Counsel

Date: May 25, 2023



NXP Semiconductors Announces Quarterly Dividend

EINDHOVEN, The Netherlands, May 25, 2023 – As part of its ongoing capital return program, NXP Semiconductors N.V. (NASDAQ: NXPI) today announced that its board of directors has approved the payment of an interim dividend. The actions are based on the continued and significant strength of the NXP capital structure, and the board's confidence in the company's ability to drive long-term growth and strong cash flow.

The board of directors has approved the payment of an interim dividend of \$1.014 per ordinary share for the second quarter of 2023. The interim dividend will be paid in cash on July 6, 2023 to shareholders of record as of June 14, 2023.

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.

About NXP Semiconductors

NXP Semiconductors N.V. (NASDAQ: NXPI) brings together bright minds to create breakthrough technologies that make the connected world better, safer and more secure. As a world leader in secure connectivity solutions for embedded applications, NXP is pushing boundaries in the automotive, industrial & IoT, mobile, and communication infrastructure markets while delivering solutions that advance a more sustainable future. Built on more than 60 years of combined experience and expertise, the company has approximately 34,500 team members in more than 30 countries and posted revenue of \$13.21 billion in 2022. Find out more at www.nxp.com.

Forward-looking Statements

This document includes forward-looking statements which include statements regarding NXP's interim dividend and financial condition, as well as any other statements which are not historical facts. 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: market demand and semiconductor industry conditions; our ability to successfully introduce new technologies and products; the 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 NXP's established supply chains; the impact of government actions and regulations, including restrictions on the export of US-regulated products and technology; the ability to generate sufficient cash, raise sufficient capital or refinance corporate debt at or before maturity to meet both NXP's debt service and research and development and capital investment requirements; our ability to accurately estimate demand and match our production capacity accordingly or obtain supplies from third-party producers to meet demand; our access to production capacity from third-party outsourcing partners, and any events that might affect their business or NXP's relationship with them; our ability to secure adequate and timely supply of equipment and materials from suppliers; our ability to avoid operational problems and product defects and, if such issues were to arise, to correct them quickly; our ability to form strategic partnerships and joint ventures and to successfully cooperate with our alliance partners; our ability to win competitive bid selection processes; our ability to develop products for use in customers' equipment and products; the ability to successfully hire and retain key management and senior product engineers; the invasion of Ukraine by Russia and resulting regional instability, sanctions and any other retaliatory measures taken

against Russia, which could adversely impact the global supply chain, disrupt our operations or negatively impact the demand for our products in our primary end markets; and, the ability to maintain good relationships with NXP's suppliers. 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. There can be no assurances that a pandemic, epidemic or outbreak of contagious diseases, such as COVID-19, will not have a material and adverse impact on our business, operating results and financial condition in the future. 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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