
**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): June 10, 2026

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))
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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 2026 annual general meeting of shareholders held on June 10, 2026.

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

1. Adoption of the 2025 statutory annual accounts

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
203,646,857	37,095	244,534	16,703,788

2. Granting discharge to the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2025.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
201,115,927	2,562,110	250,449	16,703,788

- 3a. Re-appointment of Mr. Rafael Sotomayor as executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
203,645,053	163,755	119,678	16,703,788

- 3b. Re-appointment of Ms. Annette Clayton as non-executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
203,273,045	533,895	121,546	16,703,788

- 3c. Re-appointment of Mr. Anthony Foxx as non-executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
192,033,324	11,764,228	130,934	16,703,788

- 3d. Re-appointment of Mr. Moshe Gavrielov as non-executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
201,324,552	2,472,630	131,304	16,703,788

- 3e. Re-appointment of Mr. Chunyuan Gu as non-executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
203,562,222	239,326	126,938	16,703,788

- 3f. Re-appointment of Ms. Lena Olving as non-executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
201,937,951	1,871,738	118,797	16,703,788

- 3g. Re-appointment of Ms. Julie Southern as non-executive director with effect from June 10, 2026.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
197,840,615	5,969,633	118,238	16,703,788

3h. Re-appointment of Ms. Jasmin Staiblin as non-executive director with effect from June 10, 2026.	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	203,480,299	327,869	120,318	16,703,788
3i. Re-appointment of Mr. Gregory L. Summe as non-executive director with effect from June 10, 2026.	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	175,083,847	28,718,528	126,111	16,703,788
3j. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from June 10, 2026.	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	188,461,568	15,342,072	124,846	16,703,788
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>
	220,004,296	529,131	98,847	—
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>
	215,526,006	4,980,383	125,885	—
6. Authorization of the Board to repurchase ordinary shares.	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	219,862,515	197,592	572,167	—
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>
	220,286,871	223,407	121,996	—
8. Re-appointment of E&Y Accountants B.V as independent auditor of the Company for the fiscal year ending December 31, 2026.	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	220,427,219	77,290	127,765	—
9. Approval of the amended remuneration of the non-executive directors.	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
	202,864,477	458,804	605,205	16,703,788

10. 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>
191,435,096	11,593,526	899,864	—

11. Approval on a non-binding, advisory basis of the frequency of future shareholder advisory votes on Named Executive Officer compensation.

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>
201,133,578	37,624	2,641,949	115,335

Item 8.01 Other Events.

On June 11, 2026, the Board approved the payment of an interim dividend of \$1.014 per ordinary share for the second quarter of 2026. The interim dividend will be paid on July 9, 2026 to shareholders of record as of June 24, 2026.

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 June 11, 2026 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: SVP and Chief Corporate Counsel

Date: June 11, 2026



NXP Semiconductors Announces Quarterly Dividend

EINDHOVEN, The Netherlands, June 11, 2026 – 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 2026. The interim dividend will be paid in cash on July 9, 2026, to shareholders of record as of June 24, 2026.

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) is the trusted partner for innovative solutions in the automotive, industrial & IoT, mobile, and communications infrastructure markets. NXP's "Brighter Together" approach combines leading-edge technology with pioneering people to develop system solutions that make the connected world better, safer, and more secure. The company has operations in more than 30 countries and posted revenue of \$12.27 billion in 2025. Find out more at www.nxp.com.

Forward-looking Statements

This document includes forward-looking statements which include statements regarding NXP's business strategy, financial condition, results of operations, market data, 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; global trade disputes, potential increase of barriers to international trade, including the imposition of new or increased tariffs, and resulting disruptions to our established supply chains; the impact of government actions and regulations, including as a result of executive orders, including restrictions on the export of products and technology; increasing and evolving cybersecurity threats and privacy risks; our ability to accurately estimate demand and match our production capacity accordingly or obtain supplies from third-party producers; our access to production capacity from third-party outsourcing partners, and any events that might affect their business or our 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 strategic alliance partners; our ability to win competitive bid selection processes; our ability to develop products for use in customers' equipment and products; our ability to successfully hire and retain key management and senior product engineers; global hostilities, including the invasion of Ukraine by Russia and resulting regional instability, sanctions and any other retaliatory measures taken against Russia and the continued hostilities and the armed conflict in the Middle East, which could adversely impact the global supply chain, disrupt our operations or negatively impact the demand for our products in our primary end markets; our ability to maintain good relationships with our suppliers; our ability to integrate acquired businesses in an efficient and effective manner; our 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; and a change in tax laws could have an effect on our estimated effective tax rates. In addition, this document contains

information concerning the semiconductor industry, our end markets and business generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry, our end markets and business will 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.

For further information, please contact:

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NXP-Corp