

NXP Semiconductors N.V.
Form 144/A
February 10, 2014

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

SEC USE ONLY
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CUSIP NUMBER

WORK LOCATION

FORM 144/A

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute a sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or print)

(b) IRS IDENT. NO. (c) S.E.C. FILE NO.

NXP SEMICONDUCTORS N.V.

N/A

333-176435

ADDRESS OF ISSUER STREET CITY

STATE ZIP CODE (e) TELEPHONE NO.

AREA CODE NUMBER

High Tech Campus 60 5656 AG Eindhoven, The Netherlands

+3140 272

2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) ADDRESS STREET

SL II NXP S.A.R.L.

Shareholder

98-0699708

**59, rue de
Rollingergrund,
L-2440
Luxembourg
Grand Duchy
de
Luxembourg**

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- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB control number.

SEC 1147 (08-07)

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donated)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|---|-------------------------------|-----------------|-------------------|
| COMMON | August 5, 2010 | Shares originally obtained(1) | N/A | 19,248,819 | August 5, 2010 | N/A |

(1) These securities will be sold via a block trade transaction.

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|-------------------|---------------------------|----------------|
| SL II NXP S.A.R.L. | COMMON | December 13, 2013 | 2,598,379 | \$109,781,513 |

59, Rue de Rollingergrund,
L-2440 Luxembourg

Grand Duchy of
Luxembourg⁽²⁾

(2) These securities were sold pursuant to an effective registration statement in accordance with Rule 144(e)(3)(vii)(A)

REMARKS: This Form 144/A is being filed to amend the Form 144 filed at 12:34 p.m. on February 7, 2014 to correct the gross proceeds in Table II and the number of shares outstanding. This Form 144/A also corrects the number of shares outstanding with respect to the Form 144 filed at 14:38 p.m. on February 7, 2014.

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

February 10, 2014

X

/s/ Wolfgang Zettel

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION,

X

/s/ Stefan Lambert
(SIGNATURE)

IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).