

Freescale Semiconductor, Ltd.  
Form 425  
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Pursuant to Rule 425

under the Securities Act of 1933 and  
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the Securities Exchange Act of 1934

Subject Company: Freescale Semiconductor, Ltd. (Commission File No. 001-35184)

### **No Offer or Solicitation**

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between NXP Semiconductors N.V. ( **NXP** ) and Freescale Semiconductor, Ltd. ( **FSL** ).

### **Important Information For Investors and Shareholders**

In connection with this proposed business combination, NXP has filed with the Securities and Exchange Commission (the **SEC** ) a registration statement on Form F-4 that includes a definitive joint proxy statement of NXP and FSL that also constitutes a definitive prospectus of NXP. The registration statement was declared effective by the SEC on June 1, 2015. Each of NXP and FSL may file with the SEC other documents in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF NXP AND FSL ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT ARE FILED OR MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.** The definitive joint proxy statement/prospectus will be delivered to shareholders of NXP and FSL on or about June 2, 2015. Investors and security holders are able to obtain free copies of the definitive joint proxy statement/prospectus and other documents filed with the SEC by NXP and/or FSL through the internet website maintained by the SEC at <http://www.sec.gov>. Copies of the definitive joint proxy statement/prospectus and the other documents filed with the SEC by NXP are also available free of charge on NXP's Investor Relations internet website at <http://www.nxp.com/investor> or by contacting NXP's Investor Relations Contact by phone at 1-408-518-5411. Copies of the definitive joint proxy statement/prospectus and the other documents filed with the SEC by FSL are available free of charge on FSL's Investor Relations internet website at <http://investors.freescale.com> or by writing to Freescale Semiconductor, Ltd., c/o Freescale Semiconductor, Inc., 6500 William Cannon Drive West, Austin, Texas 78735, Attention: Investor Relations or by phone at 1-512-895-2454.

### **Forward Looking Statements**

Certain statements in this communication regarding the proposed transaction between NXP and FSL are forward-looking statements. The words anticipate, believe, ensure, expect, if, intend, estimate, probable, forecasts, predict, outlook, aim, will, could, should, would, potential, may, might, anticipate, strategy, and similar expressions, and the negative thereof, are intended to identify forward-looking statements. These forward-looking statements, which are subject to numerous factors, risks and uncertainties about NXP and FSL, may include projections of their respective future business, strategies, financial condition, results of operations and market data. These statements are only predictions based on current expectations and projections about future events. There are important factors, risks and uncertainties that could cause actual outcomes and results to be materially different

from those projected, including the risk factors set forth in the definitive joint proxy statement/prospectus, NXP's most recent Form 20-F and FSL's most recent reports on Form 10-K, Form 10-Q and other documents on file with the SEC and the factors given below:

the failure to consummate or delay in consummating the proposed transaction;

the timing to consummate the proposed transaction;

the risk that a condition to closing of the proposed transaction may not be satisfied;

the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained, or is obtained subject to conditions that are not anticipated;

NXP's and FSL's ability to achieve the synergies and value creation contemplated by the proposed transaction;

the ability of either NXP or FSL to effectively integrate their businesses; and

the diversion of management time on transaction-related issues.

FSL's and NXP's forward-looking statements are based on assumptions that may not prove to be accurate. Neither FSL nor NXP can guarantee future results, level of activity, performance or achievements. Moreover, neither FSL nor NXP assumes responsibility for the accuracy and completeness of any of these forward-looking statements. FSL and NXP assume no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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The following is a press release dated October 13, 2015 entitled: [NXP Semiconductors Announces Conference Call to Review Third Quarter 2015 Financial Results and Provides Update on Regulatory Approval of Previously Announced Merger](#) .

**NXP Semiconductors Announces Conference Call to**

**Review Third Quarter 2015 Financial Results and**

**Provides Update on Regulatory Approval of Previously Announced Merger**

**Eindhoven, Netherlands, October 13, 2015** - NXP Semiconductors N.V. (NASDAQ: NXPI) announced today it will release financial results for the third quarter of 2015 after the close of extended trading on the NASDAQ Global Select Market on Wednesday October 28, 2015. The release will be followed by a conference call with the financial community on Thursday October 29, 2015 at 8:00 AM U.S. Eastern Daylight Time.

NXP also announced today that the regulatory approval process on the NXP-Freescale Semiconductor ( FSL ) merger and the sale of NXP's RF Power business is progressing as anticipated. NXP believes it is on track to close the transactions, including the sale of the RF Power business to Beijing Jianguang Asset Management Co., Ltd. (JAC Capital), in the fourth quarter of 2015. Next to the already received clearances, including the clearance received from the European Commission, NXP expects clearance decisions in the USA, China and South Korea. In the meantime, the Committee on Foreign Investment in the United States (CFIUS) has completed its action on the NXP-FSL merger. CFIUS has informed NXP and JAC Capital that it will conduct a 45-day investigation of the sale of the RF Power business that is expected to be completed no later than November 23, 2015.

Due to the anticipated timing of the completion of the previously announced merger, NXP will only provide limited guidance for the fourth quarter of 2015 at the time it publishes its third quarter results.

**Conference Call Details**

Interested parties may join the conference call by dialing the following numbers:

Within the U.S.: 1 - 888 - 311 - 8119

Outside the U.S.: 1 - 330 - 863 - 3362

Participant Pass-code: 58459782

The call will be webcast by NASDAQ OMX and can be accessed at the NXP Investor Relations website [www.nxp.com/investor](http://www.nxp.com/investor). A replay will be available for 90 days following the call.

**About NXP Semiconductors**

NXP Semiconductors N.V. (NASDAQ: NXPI) creates solutions that enable secure connections for a smarter world. Building on its expertise in high-performance mixed signal electronics, NXP is driving innovation in the areas of connected car, security, portable & wearable, and the Internet of Things. NXP has operations in more than 25 countries, and posted revenue of \$5.65 billion in 2014. Find out more at [www.nxp.com](http://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, and 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. Readers are cautioned not to place undue reliance on these forward-looking statements. 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 NXP distributes 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 NXP's SEC filings. Copies of NXP's SEC filings are available on NXP's Investor Relations website, [www.nxp.com/investor](http://www.nxp.com/investor) or from the SEC website, [www.sec.gov](http://www.sec.gov).

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