

NXP Semiconductors N.V.
Form 6-K
June 22, 2018

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

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 under
the Securities Exchange Act of 1934
June 22, 2018

NXP Semiconductors N.V.
(Exact name of registrant as specified in charter)

The Netherlands
(Jurisdiction of incorporation or organization)
60 High Tech Campus, 5656 AG, Eindhoven, The Netherlands
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).

Yes

No

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

Name and address of person authorized to receive notices
and communications from the Securities and Exchange Commission

Dr. Jean A.W. Schreurs

60 High Tech Campus

5656 AG Eindhoven The Netherlands

NXP Semiconductors N.V. (NXP) today announces the results of its Annual General Meeting of Shareholders held on June 22, 2018.

The General Meeting of Shareholders approved the following resolutions:

1. Adoption of the 2017 statutory annual accounts

| | |
|--------------------|-------------|
| For | 228,655,385 |
| Against | 24,518 |
| Abstain | 581,854 |
| Total Votes | 229,261,757 |

2. Granting discharge to the directors for their responsibilities in the financial year 2017

| | |
|--------------------|-------------|
| For | 228,054,143 |
| Against | 386,186 |
| Abstain | 821,428 |
| Total Votes | 229,261,757 |

3.a. Re-appointment of Mr. Richard L. Clemmer as executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 228,393,189 |
| Against | 65,847 |
| Abstain | 802,721 |
| Total Votes | 229,261,757 |

3.b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 225,281,805 |
| Against | 3,725,573 |
| Abstain | 254,379 |
| Total Votes | 229,261,757 |

3.c. Re-appointment of Mr. Johannes P. Huth as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 208,233,126 |
| Against | 20,821,984 |
| Abstain | 206,647 |
| Total Votes | 229,261,757 |

3.d. Re-appointment of Mr. Kenneth A. Goldman as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 202,547,197 |
| Against | 26,440,367 |
| Abstain | 274,193 |
| Total Votes | 229,261,757 |

3.e. Re-appointment of Mr. Josef Kaeser as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 215,508,629 |
| Against | 13,447,027 |
| Abstain | 306,101 |
| Total Votes | 229,261,757 |

3.f. Re-appointment of Mr. Eric Meurice as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 226,773,068 |
| Against | 2,214,661 |
| Abstain | 274,028 |
| Total Votes | 229,261,757 |

3.g. Re-appointment of Mr. Peter Smitham as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 224,478,277 |
| Against | 4,724,825 |
| Abstain | 58,655 |
| Total Votes | 229,261,757 |

3.h. Re-appointment of Ms. Julie Southern as non-executive director with effect from June 22, 2018

| | |
|--------------------|-------------|
| For | 210,491,423 |
| Against | 18,496,530 |
| Abstain | 273,804 |
| Total Votes | 229,261,757 |

3.i. Re-appointment of Mr. Gregory Summe as non-executive director with effect from June 22, 2018

| | |
|----------------|-------------|
| For | 229,102,906 |
| Against | 100,397 |

| | |
|--------------------|-------------|
| Abstain | 58,454 |
| Total Votes | 229,261,757 |

4.a. Appointment of Mr. Steve Mollenkopf as executive director subject to and conditional upon the occurrence of and effective as of the moment Qualcomm River Holdings B.V. (Qualcomm), an indirect wholly owned subsidiary of Qualcomm Incorporated, pays for all shares validly tendered and not properly withdrawn pursuant to Qualcomm s tender offer to acquire all of the outstanding ordinary shares of the Company (Closing).

| | |
|--------------------|-------------|
| For | 228,889,234 |
| Against | 193,030 |
| Abstain | 179,493 |
| Total Votes | 229,261,757 |

4.b. Appointment of Mr. George S. Davis as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

| | |
|--------------------|-------------|
| For | 228,822,250 |
| Against | 260,014 |
| Abstain | 179,493 |
| Total Votes | 229,261,757 |

4.c. Appointment of Mr. Donald J. Rosenberg as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

| | |
|--------------------|-------------|
| For | 228,857,308 |
| Against | 224,957 |
| Abstain | 179,492 |
| Total Votes | 229,261,757 |

4.d. Appointment of Mr. Brian Modoff as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

| | |
|--------------------|-------------|
| For | 228,857,761 |
| Against | 224,503 |
| Abstain | 179,493 |
| Total Votes | 229,261,757 |

4.e. Appointment of Mr. Rob ter Haar as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

| | |
|--------------------|-------------|
| For | 228,953,692 |
| Against | 128,572 |
| Abstain | 179,493 |
| Total Votes | 229,261,757 |

4.f. Appointment of Prof. Dr. Steven Perrick as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

| | |
|--------------------|-------------|
| For | 228,954,020 |
| Against | 128,444 |
| Abstain | 179,293 |
| Total Votes | 229,261,757 |

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5.a. Authorization of the Board of Directors to issue shares or grant rights to acquire shares

| | |
|--------------------|-------------|
| For | 224,120,660 |
| Against | 5,082,469 |
| Abstain | 58,628 |
| Total Votes | 229,261,757 |

5.b. Authorization of the Board of Directors to restrict or exclude pre-emption rights

| | |
|--------------------|-------------|
| For | 222,356,277 |
| Against | 6,846,810 |
| Abstain | 58,670 |
| Total Votes | 229,261,757 |

6. Authorization of the Board of Directors to repurchase shares in NXP's capital

| | |
|--------------------|-------------|
| For | 227,076,137 |
| Against | 2,008,857 |
| Abstain | 176,763 |
| Total Votes | 229,261,757 |

7. Authorization to cancel repurchased shares in NXP's capital

| | |
|--------------------|-------------|
| For | 229,193,452 |
| Against | 10,059 |
| Abstain | 58,246 |
| Total Votes | 229,261,757 |

8. Re-appointment of KPMG Accountants N.V. as NXP's external auditor

| | |
|--------------------|-------------|
| For | 258,497,019 |
| Against | 1,827,774 |
| Abstain | 157,165 |
| Total Votes | 260,481,958 |

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, thereunto duly authorized at Eindhoven, on the 22nd day of June 2018.

NXP Semiconductors N.V.

By: /s/ Dr. Jean A.W. Schreurs
Dr. Jean A.W. Schreurs

SVP and Chief Corporate Counsel