

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
DOCUMENT SEQUENCE NO.

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**

INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS Identification Number and the S.E.C. File Number.

3(a)	(b)	SEC USE ONLY	(d)	(e)	(f)	(g)	
Title of the	Name and Address of Each	Broker-Dealer	Number of Shares	or Other Units	Number of Shares	Approximate	Name of Each
Class of	Through Whom	File	or Other	Market	or Other	Date of Sale	Securities
Securities	the Securities are	Number	Units	Value	Units	Outstanding	Exchange
To Be Sold	to be Offered or Each Market	Number	To Be	To Be	Outstanding	(See instr. 3(f))	(See instr. 3(g))
	Maker who is Acquiring the Securities		Sold	(See instr. 3(d)) (See instr. 3(e))	(See instr. 3(e))	(MO. DAY YR.)	
COMMON	Merrill Lynch 600 California Street, 8 th Floor San Francisco, CA 94108		250,000	\$12,400,000	251,751,500	On or after February 7, 2014	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
 (b) Issuer's I.R.S. Identification Number
 (c) Issuer's S.E.C. file number, if any
 (d) Issuer's address, including zip code
 (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
 (b) Such person's I.R.S. identification number, if such person is an entity
 (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 (d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
 (b) Name and address of each broker through whom the securities are intended to be sold
 (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice.

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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).