

NXP Semiconductors N.V.  
Form SC 14D9/A  
January 25, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(Amendment No. 23)**

**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

**NXP Semiconductors N.V.**

**(Name of Subject Company)**

**NXP Semiconductors N.V.**

**(Name of Person Filing Statement)**

**Common Stock, Par Value EUR 0.20 Per Share**

Edgar Filing: NXP Semiconductors N.V. - Form SC 14D9/A

(Title of Class of Securities)

**N6596X109**

(CUSIP Number of Class of Securities)

**Dr. Jean A.W. Schreurs**

**SVP and Chief Corporate Counsel**

**60 High Tech Campus**

**5656 AG**

**Eindhoven, The Netherlands**

**+31-40-2728686**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

*With copies to:*

**Kenton J. King**

**Allison R. Schneirov**

**Alexandra J. McCormack**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**Four Times Square**

**New York, New York 10036**

**212-735-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 23 to Schedule 14D-9 (this **Amendment No. 23** ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the Securities and Exchange Commission (the **SEC** ) on November 18, 2016 (together with any subsequent amendments and supplements thereto, the **Schedule 14D-9** ), by NXP Semiconductors N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the **Company** or **NXP** ). The Schedule 14D-9 relates to the offer by Qualcomm River Holdings B.V. ( **Buyer** ), a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands and an indirect, wholly owned subsidiary of QUALCOMM Incorporated, a Delaware corporation ( **Parent** ), to acquire all of the outstanding common shares, par value 0.20 per share, of the Company (the **Shares** ) at a purchase price of \$110.00 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated November 18, 2016, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the **Offer** ).

All information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is hereby expressly incorporated by reference into this Amendment No. 23, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used but not defined in this Amendment No. 23 have the meanings ascribed to them in the Schedule 14D-9.

#### Item 8. Additional Information

The disclosure in Item 8 of the Schedule 14D-9 under the heading *(b) Regulatory and Other Approvals* is hereby amended and supplemented by adding the following sentence to the end of the seventh paragraph of such section:

On January 18, 2018, the EC granted clearance of the transactions contemplated by the Purchase Agreement.

The disclosure in Item 8 of the Schedule 14D-9 under the heading *(b) Regulatory and Other Approvals* is hereby further amended and supplemented by adding the following sentence to the end of the thirteenth paragraph of such section:

On January 18, 2018, Parent was informed that the KFTC granted clearance of the transactions contemplated by the Purchase Agreement.

#### Item 9. Exhibits

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

| Exhibit No. | Description                                                                                                                                     |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(5)(dd)  | Press release issued by NXP Semiconductors N.V., dated January 25, 2018, announcing automatic extension of End Date of transaction with Parent. |

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 25, 2018

NXP SEMICONDUCTORS N.V.

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

SVP and Chief Corporate Counsel