

NXP Semiconductors N.V.
Form SC 14D9/A
February 20, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Amendment No. 25)

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

(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. 25 to Schedule 14D-9 (this **Amendment No. 25**) 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**). On February 20, 2018, the Company and Buyer entered into an amendment (the **Purchase Agreement Amendment**) to the Purchase Agreement, dated as of October 27, 2016 (as amended, the **Purchase Agreement**), by and between the Company and Buyer. Pursuant to the Purchase Agreement Amendment, the offer price was increased from \$110.00 per Share to \$127.50 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (the **Offer Consideration**) (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. 25, 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. 25 have the meanings ascribed to them in the Schedule 14D-9.

Item 2. Identity and Background of Filing Person

The disclosure in Item 2 of the Schedule 14D-9 under the heading *(b) Tender Offer* is hereby amended and supplemented by replacing the reference to the Offer Consideration being \$110.00 per Share in the first paragraph of such section with \$127.50 per Share and by replacing 5:00 p.m., New York City time, on February 23, 2018 in provision (i) of the second paragraph of such section with the end of the day, one minute after 11:59 p.m., New York City time, on March 5, 2018 .

The disclosure in Item 2 of the Schedule 14D-9 under the heading *(b) Tender Offer* is hereby further amended and supplemented by adding the following paragraphs after the last paragraph of such section:

On February 20, 2018, pursuant to the Purchase Agreement Amendment, Parent announced an increase in the Offer Consideration from \$110.00 per Share, less any applicable withholding taxes and without interest, to the holders thereof, payable in cash, to \$127.50 per Share, less any applicable withholding taxes and without interest, to the holders thereof, payable in cash.

The Offer, which was previously scheduled to expire at 5:00 p.m., New York City time, on February 23, 2018, is being extended in accordance with the Purchase Agreement until the end of the day, one minute after 11:59 p.m., New York City time, on March 5, 2018, unless further extended or earlier terminated in accordance with the Purchase Agreement.

On February 20, 2018, Parent issued a press release announcing the increase in the Offer Consideration and the extension of the Offer. The full text of the press release is filed as Exhibit (a)(5)(ff) to the Schedule 14D-9.

Item 9. Exhibits

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

Exhibit No.	Description
(a)(5)(ff)	Press release issued by Parent, dated February 20, 2018 (incorporated by reference to Exhibit (a)(5)(AA) to the Schedule TO).
(a)(5)(gg)	Note to NXP Employees from Rick Clemmer, dated February 20, 2018.
(e)(22)	Amendment No. 1, dated February 20, 2018 to Purchase Agreement, dated October 27, 2016, by and between Qualcomm River Holdings B.V. and NXP Semiconductors N.V. (incorporated by reference to Exhibit 1 to the Form 6-K filed by NXP Semiconductors N.V. with the United States Securities and Exchange Commission on February 20, 2018).

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: February 20, 2018

NXP SEMICONDUCTORS N.V.

By: /s/ Dr. Jean A.W. Schreurs
Dr. Jean A.W. Schreurs
SVP and Chief Corporate Counsel