

NXP Semiconductors N.V.  
Form SC 14D9/A  
November 17, 2017

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

**SCHEDULE 14D-9**

**(Amendment No. 20)**

**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**

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

*With copies to:*

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

This Amendment No. 20 to Schedule 14D-9 (this **Amendment No. 20** ) 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. 20, 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. 20 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 5:00 p.m., New York City time, on November 17, 2017 in provision (i) of the second paragraph of such section with 5:00 p.m., New York City time, on December 15, 2017 .

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:

The Offer, which was previously scheduled to expire at 5:00 p.m., New York City time, on November 17, 2017, is being extended in accordance with the Purchase Agreement until 5:00 p.m., New York City time, on December 15, 2017, unless further extended or earlier terminated in accordance with the Purchase Agreement.

On November 17, 2017, Parent issued a press release announcing the extension of the Offer. The full text of the press release is filed as Exhibit (a)(5)(aa) to the Schedule 14D-9.

## Item 6. Interest in Securities of the Subject Company

The disclosure in Item 6 of the Schedule 14D-9 is hereby amended and supplemented to add the following, reflecting transactions by Mr. Richard L. Clemmer, the Company's Executive Director, President and Chief Executive Officer, with respect to Shares owned by him, which transactions have been effected in the period between October 26, 2017 and November 16, 2017:

| Name of Person     | Transaction Date | Number of Shares | Share Price | Nature of the Transaction |
|--------------------|------------------|------------------|-------------|---------------------------|
| Richard L. Clemmer | October 26, 2017 | 272,950          |             |                           |

|                    |                  |         |                          |   |
|--------------------|------------------|---------|--------------------------|---|
|                    |                  |         | \$13.27 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.19 (sale price)    |   |
| Richard L. Clemmer | October 26, 2017 | 410,000 | \$16.84 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.19 (sale price)    |   |

|                    |                  |         |                          |   |
|--------------------|------------------|---------|--------------------------|---|
| Richard L. Clemmer | October 26, 2017 | 617,050 | 15.00 (exercise price)   | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.19 (sale price)    |   |
| Richard L. Clemmer | October 27, 2017 | 335,024 | \$23.49 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.15 (sale price)    |   |
| Richard L. Clemmer | October 27, 2017 | 482,950 | \$15.00 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.17 (sale price)    |   |
| Richard L. Clemmer | October 30, 2017 | 74,976  | \$23.49 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.73 (sale price)    |   |
| Richard L. Clemmer | October 30, 2017 | 166,024 | \$39.58 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.73 (sale price)    |   |
| Richard L. Clemmer | October 30, 2017 | 2,786   | \$39.58 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.75 (sale price)    |   |
| Richard L. Clemmer | October 30, 2017 | 75,000  | 15.00 (exercise price)   | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.73 (sale price)    |   |
| Richard L. Clemmer | October 30, 2017 | 234,000 | 30.00 (exercise price)   | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.73 (sale price)    |   |
| Richard L. Clemmer | October 30, 2017 | 374,252 | 40.00 (exercise price)   | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.75 (sale price)    |   |
| Richard L. Clemmer | October 31, 2017 | 175,825 | \$39.58 (exercise price) | Same-day option exercise and sale for                       |

|                    |                  |         |                          |   |
|--------------------|------------------|---------|--------------------------|---|
|                    |                  |         | \$116.89 (sale price)    | tax planning purposes                                       |
| Richard L. Clemmer | October 31, 2017 | 121,256 | \$64.18 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$116.89 (sale price)    |   |

|                    |                  |         |                          |   |
|--------------------|------------------|---------|--------------------------|---|
| Richard L. Clemmer | October 31, 2017 | 72,108  | \$116.82                 | Sale  |
| Richard L. Clemmer | November 1, 2017 | 90,000  | \$117.31                 | Sale  |
| Richard L. Clemmer | November 1, 2017 | 82,938  | \$73.00 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.30 (sale price)    |   |
| Richard L. Clemmer | November 1, 2017 | 15,375  | \$76.31 (exercise price) | Same-day option exercise and sale for tax planning purposes |
|                    |                  |         | \$117.30 (sale price)    |   |
| Richard L. Clemmer | November 2, 2017 | 30,400  | \$117.41                 | Sale  |
| Richard L. Clemmer | November 2, 2017 | 258,567 | \$117.32                 | Sale  |
| Richard L. Clemmer | November 3, 2017 | 5,740   | \$118.00                 | Sale  |

Additionally, during the period from October 26, 2017 through November 16, 2017, the other members of the Company's executive officer group (excluding Richard L. Clemmer, whose transactions are listed above) collectively sold 406,767 Shares for sale prices between \$115.80 through \$118.17.

#### 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 ninth paragraph of such section:

On November 17, 2017, the JFTC granted clearance of the transactions.

#### 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)(aa)  | Press release issued by Parent, dated November 17, 2017 (incorporated by reference to Exhibit (a)(5)(U) to the Schedule TO). |

**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: November 17, 2017

NXP SEMICONDUCTORS N.V.

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