

NXP Semiconductors N.V.
Form 6-K
November 21, 2012

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 of
the Securities Exchange Act of 1934

November 21, 2012

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

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This report contains NXP Semiconductors N.V.'s press release dated November 21, 2012 entitled: NXP Announces Extension of the Tender Offer for 9³/₄% Senior Secured Notes due 2018 .

Exhibits

1. Press release dated November 21, 2012 entitled: NXP Announces Extension of the Tender Offer for 9³/₄% Senior Secured Notes due 2018 .

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 21st day of November 2012.

NXP Semiconductors N.V.

/s/ P. Kelly
P. Kelly, CFO

NOT FOR DISTRIBUTION IN ITALY**NXP Announces Extension of the****Tender Offer for 9³/₄% Senior Secured Notes due 2018**

Eindhoven, the Netherlands, November 21, 2012. NXP Semiconductors N.V. (NASDAQ: NXPI) (together with its subsidiaries, NXP) today announced the extension of the expiration time (the *Expiration Time*) of the previously announced tender offer (the *Tender Offer*) by NXP B.V. for up to \$500 million in cash of outstanding U.S. dollar-denominated 9³/₄% Senior Secured Notes due 2018 (the *Notes*), jointly and severally issued by NXP B.V. and NXP Funding LLC. The purpose of the Tender Offer is to allow NXP to lower its interest cost and to extend the maturity profile of its debt. NXP expects to use funds raised in the debt securities or term loan markets to fund the purchase of the Notes in the Tender Offer.

Expiration Time. Pursuant to the terms of the offer to purchase dated October 24, 2012 (the *Offer to Purchase*) and the related letter of transmittal (the *Letter of Transmittal*), the Expiration Time for the Tender Offer will be extended to 11:59 p.m., New York City time, on December 10, 2012, unless the Tender Offer is further extended or earlier terminated. The early tender deadline, which was also the withdrawal deadline, passed at 5:00 p.m., New York City time, on November 9, 2012. As a result, validly tendered Notes may no longer be withdrawn or revoked. Holders who have validly tendered or will validly tender additional Notes after the early tender deadline and at or prior to the Expiration Time will receive \$1,142.50 per \$1,000 principal amount of such Notes tendered and accepted for purchase, plus accrued and unpaid interest, subject to proration.

Settlement Date. The settlement date in respect of any Notes that are validly tendered (and not validly withdrawn) at or prior to the Expiration Time and that are accepted for purchase, will be promptly after the Expiration Time and is now expected to be on or about December 12, 2012, the second business day after the Expiration Time.

Amount of Notes Tendered. The table below sets forth the results of the Tender Offer for the Notes, according to information provided by Deutsche Bank Trust Company Americas (the *Tender Agent*), as of 5:00 p.m., New York City time, on November 20, 2012. As the aggregate principal amount of the Notes tendered exceeds the \$500 million maximum tender amount, the amount of Notes, if any, that will be accepted for purchase will be prorated pursuant to the terms of the Offer to Purchase and the Letter of Transmittal.

CUSIP/ISIN	Title of Notes to be tendered	Outstanding Principal Amount	Amount of Notes Tendered	Approximate Percentage of Notes Tendered
N65965 AN0/				
USN65965AN07 62947Q AK4/	9 ³ / ₄ % Senior Secured Notes due 2018	\$ 922,470,000.00	\$ 678,020,000.00	73.50%
US62947QAK40				

Terms and Conditions. The Tender Offer is subject to the satisfaction or waiver of certain terms and conditions, including the Financing Condition (as defined in the Offer to Purchase). The terms and conditions of the Tender Offer, including the Financing Condition and the proration described above, can be found in the Offer to Purchase and the related Letter of Transmittal.

Additional Information. Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and Goldman, Sachs & Co. are serving together as the dealer managers in connection with the Tender Offer (the *Dealer Managers*). D.F. King & Co., Inc. is serving as information agent for the Tender

Offer (the Information Agent). Deutsche Bank Trust Company Americas is serving as the Tender Agent. Any questions or requests for assistance or additional copies of the Offer to Purchase and the Letter of Transmittal may be directed to the Dealer Managers, the Information Agent or the Tender Agent. You may also contact your broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Offer. Any required documents should be sent or delivered by each holder or its broker, dealer, commercial bank, trust company or other nominee to the Tender Agent at the addresses set forth on the back cover of the Offer to Purchase. None of NXP, NXP B.V., the Dealer Managers, the Information Agent, the Tender Agent, the trustee for the Notes or any of their affiliates are making any recommendations to holders of Notes as to whether to tender or refrain from tendering their Notes in the Tender Offer. Holders of Notes must decide how many Notes they will tender, if any.

Qualification. This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein. No offer shall be made in any jurisdiction where such offer or purchase would be unlawful. Holders should seek their own advice based on their particular circumstances from an independent adviser. The offer is made only by, and pursuant to, the terms set forth in the Offer to Purchase and the Letter of Transmittal, and the information in this press release is qualified by reference thereto.

Forward-Looking Statements

This document includes forward-looking statements which include statements regarding NXP's business strategy, financial condition, results of operations and market data, as well as other statements that are not historical facts. By their nature, forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements. Except for any ongoing obligation to disclose material information as required by the United States federal securities laws, NXP does not have any intention or obligation to publicly update or revise any forward-looking statements after NXP distributes this document, whether to reflect any future events or circumstances or otherwise. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in NXP's SEC filings. Copies of NXP's SEC filings are available from the SEC website, www.sec.gov.

About NXP Semiconductors

NXP Semiconductors N.V. (NASDAQ: NXPI) provides High Performance Mixed Signal and Standard Product solutions that leverage its leading RF, Analog, Power Management, Interface, Security and Digital Processing expertise. These innovations are used in a wide range of automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing applications. NXP is a global semiconductor company with operations in more than 25 countries.

For further information, please contact:

The Dealer Managers

BofA Merrill Lynch

One Bryant Park

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Attn: Debt Advisory

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Attn: Liability Management Group

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Goldman, Sachs & Co.

200 West Street

New York, NY 10282

Attn: Liability Management Group

Collect: +1 (212) 902-5183

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The Tender Agent

Deutsche Bank Trust Company Americas

DB Services Americas, Inc.

MS JCK01-D218

5022 Gate Parkway, Suite 200

Jacksonville, FL 32256

United States of America

Attention: Reorganization Unit

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Tel: +1-800-735-7777, Option 1

Email: db.reorg@db.com

The Information Agent

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