

NXP Semiconductors N.V.

Form FWP

March 31, 2011

**ISSUER FREE WRITING PROSPECTUS**

**Dated March 30, 2011**

**Filed Pursuant to Rule 433  
Relating to Preliminary Prospectus**

**dated March 28, 2011  
Registration No. 333-172713**

**NXP Semiconductors N.V.**

**\$900,000,000**

**30,000,000 Shares of Common Stock**

Issuer:	NXP Semiconductors N.V.
Symbol:	NXPI (Nasdaq Global Select Market)
Size:	\$900,000,000
Shares offered:	30,000,000 shares of common stock
Over-allotment option:	4,431,000 shares of common stock
Price to public:	\$30.00 per share
Trade date:	March 31, 2011
Closing date:	April 5, 2011
CUSIP No.:	N6596X109
Joint Book-Running Managers:	Credit Suisse Securities (USA) LLC
	Goldman, Sachs & Co.
	Morgan Stanley & Co. Incorporated
	Barclays Capital Inc.
Co Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated
	ABN AMRO Bank N.V.
	Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.
	HSBC Securities (USA) Inc.
	J.P. Morgan Securities LLC
	KKR Capital Markets LLC

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus relating to the offering may be obtained from Credit Suisse Securities (USA) LLC at +1 800 221 1037, Goldman, Sachs & Co. at +1 866 471 2526, Morgan Stanley & Co. Incorporated at +1 866 718 1649 or [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com), BofA Merrill Lynch at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or Barclays Capital Inc. at +1 888 603 5847.