NXP Semiconductors N.V. Form SC 13G December 17, 2015

### **UNITED STATES**

## SECURITIES AND EXCHANGE COMMISSION

#### Washington, D.C. 20549

#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. )\*

NXP Semiconductors N.V.

(Name of Issuer)

Ordinary Shares, par value EUR 0.20 per share

(Title of Class of Securities)

N6596X109

(CUSIP Number)

December 7, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

" Rule 13d-1(b)

x Rule 13d-1(c)

" Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. N6596X109

13G

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1. Name of Reporting Persons:

Blackstone Capital Partners (Cayman) V L.P.

2. Check the Appropriate Box if a Member of a Group

(a) " (b) x

- 3. SEC Use Only
- 4. Citizenship or Place of Organization:
  - Cayman Islands
    - 5. Sole Voting Power:

### NUMBER OF

SHARES 4,156,503 6. Shared Voting Power:

### BENEFICIALLY

OWNED BY EACH 0 7. Sole Dispositive Power:

## REPORTING

PERSON 4,156,503 8. Shared Dispositive Power:

WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,156,503

1.2%12. Type of Reporting Person (See Instructions):

PN

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CUSIP No. N6596X109

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Page 3 of 35 Pages

1. Name of Reporting Persons:

Blackstone Capital Partners (Cayman) V-A L.P.

2. Check the Appropriate Box if a Member of a Group

(a) " (b) x

- 3. SEC Use Only
- 4. Citizenship or Place of Organization:
  - Cayman Islands
    - 5. Sole Voting Power:

## NUMBER OF

SHARES 3,848,209 6. Shared Voting Power:

### BENEFICIALLY

OWNED BY EACH 0 7. Sole Dispositive Power:

## REPORTING

PERSON 3,848,209 8. Shared Dispositive Power:

## WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,848,209

1.1%12. Type of Reporting Person (See Instructions):

PN

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13G CUSIP No. N6596X109 Page 4 of 35 Pages 1. Name of Reporting Persons: BCP (Cayman) V-S L.P. 2. Check the Appropriate Box if a Member of a Group (a) " (b) x 3. SEC Use Only Citizenship or Place of Organization: 4. Cayman Islands 5. Sole Voting Power: NUMBER OF 3,296,062 SHARES 6. Shared Voting Power: BENEFICIALLY OWNED BY 0 7. Sole Dispositive Power:

#### REPORTING

EACH

PERSON 3,296,062 8. Shared Dispositive Power:

WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,296,062

1.0%

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12. Type of Reporting Person (See Instructions):

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1. Name of Reporting Persons:

BCP V Co-Investors (Cayman) L.P.

- 2. Check the Appropriate Box if a Member of a Group
  - (a) " (b) x
- 3. SEC Use Only
- 4. Citizenship or Place of Organization:
  - Cayman Islands
    - 5. Sole Voting Power:

#### NUMBER OF

SHARES 7,914,873 6. Shared Voting Power:

### BENEFICIALLY

OWNED BY EACH 0 7. Sole Dispositive Power:

### REPORTING

PERSON 7,914,873 8. Shared Dispositive Power:

### WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

7,914,873

2.3%

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12. Type of Reporting Person (See Instructions):

CUSIP No. N6596X109 13G Page 6 of 35 Pages 1. Name of Reporting Persons: Blackstone Firestone Transaction Participation Partners (Cayman) L.P. 2. Check the Appropriate Box if a Member of a Group (a) " (b) x 3. SEC Use Only Citizenship or Place of Organization: 4. Cayman Islands 5. Sole Voting Power: NUMBER OF 6,248,154 SHARES 6. Shared Voting Power: BENEFICIALLY OWNED BY 0 7. Sole Dispositive Power: EACH REPORTING 6,248,154 PERSON 8. Shared Dispositive Power: WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,248,154

1.8%

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12. Type of Reporting Person (See Instructions):

13G

CUSIP No. N6596X109
Name of Reporting Persons:

Blackstone Firestone Principal Transaction Partners (Cayman) L.P.
Check the Appropriate Box if a Member of a Group

(a) <sup>..</sup> (b) x 3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

### NUMBER OF

SHARES 7,350,770 6. Shared Voting Power:

### BENEFICIALLY

OWNED BY EACH 0 7. Sole Dispositive Power:

### REPORTING

PERSON 7,350,770 8. Shared Dispositive Power:

WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

7,350,770

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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2.1%

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12. Type of Reporting Person (See Instructions):

CUSIP No. N6596X109 13G Page 8 of 35 Pages 1. Name of Reporting Persons: Blackstone Family Investment Partnership (Cayman) V-SMD L.P. 2. Check the Appropriate Box if a Member of a Group (a) " (b) x SEC Use Only 3. Citizenship or Place of Organization: 4. Cayman Islands 5. Sole Voting Power: NUMBER OF 40,285 SHARES 6. Shared Voting Power: BENEFICIALLY OWNED BY

EACH 0 7. Sole Dispositive Power:

### REPORTING

PERSON 40,285 8. Shared Dispositive Power:

#### WITH

- 0
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person:

40,285

Less than 0.1%12. Type of Reporting Person (See Instructions):

PN

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CUSIP No. N65	96X109	13G	Page 9 of 35 Pages			
1. Name	of Reporting Persons:	eporting Persons:				
		ne Family Investment Partnership (Cayman) V L.P. e Appropriate Box if a Member of a Group				
(a) " 3. SEC U	(b) x Jse Only					
4. Citize	nship or Place of Organiza	ation:				
Caym	an Islands 5. Sole Voting Power	:				
NUMBER OF						
SHARES	<ul><li>392,641</li><li>6. Shared Voting Pow</li></ul>	er:				
BENEFICIALL	Y					
OWNED BY EACH	0 7. Sole Dispositive Pc	ower:				
REPORTING	392,641					
PERSON	8. Shared Dispositive	Power:				
WITH						
9. Aggre	0 gate Amount Beneficially	Owned by Each Reporting Person:				

392,641

0.1%

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12. Type of Reporting Person (See Instructions):

CUSIP No. N6596X109		13G	Page 10 of 35 Page			
1. Name	of Reporting Persons:	Reporting Persons:				
	Blackstone Participation Partnership (Cayman) V L.P. Check the Appropriate Box if a Member of a Group					
(a) <sup></sup> 3. SEC U	(b) x Jse Only					
4. Citizer	nship or Place of Organizatio	n:				
Cayma	an Islands 5. Sole Voting Power:					
NUMBER OF						
SHARES	<ul><li>27,531</li><li>6. Shared Voting Power:</li></ul>					
BENEFICIALLY	Y					
OWNED BY	0					
EACH	7. Sole Dispositive Powe	r:				
REPORTING						
PERSON	<ul><li>27,531</li><li>8. Shared Dispositive Port</li></ul>	wer:				
WITH						
9. Aggre	0 gate Amount Beneficially Ov	vned by Each Reporting Person:				

27,531

Less than 0.1%12. Type of Reporting Person (See Instructions):

PN

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CUSIP No. No	5596X109	13G	Page 11 of 35 Pages			
1. Nam	e of Reporting Persons:	Reporting Persons:				
	Blackstone Management Associates (Cayman) V L.P. Check the Appropriate Box if a Member of a Group					
(a) <sup>-</sup> 3. SEC	(b) x Use Only					
4. Citiz	enship or Place of Organizat	ion:				
Cayı	man Islands 5. Sole Voting Power:					
NUMBER O	F					
SHARES	<ul><li>32,814,571</li><li>6. Shared Voting Powe</li></ul>	r:				
BENEFICIAL	LY					
OWNED BY	-0-					
EACH	7. Sole Dispositive Pow	ver:				
REPORTING	3					
PERSON	32,814,571 8. Shared Dispositive F	Power:				
WITH						
9. Agg	-0- regate Amount Beneficially (	Owned by Each Reporting Person:				

32,814,571

9.5%

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12. Type of Reporting Person (See Instructions):

CUSIP N	lo. N659	6X1	09	13G	Page 12 of 35 Pages	
1.	Name of Reporting Persons:					
2.	BCP V GP L.L.C. Check the Appropriate Box if a Member of a Group					
3.	(a) ¨ SEC U		o) x only			
4.	Citizen	ship	or Place of Organizat	ion:		
	Delawa	are 5.	Sole Voting Power:			
NUMBI	ER OF					
SHAI	RES	6.	0 Shared Voting Powe	r:		
BENEFIC	CIALLY	<b>,</b>				
OWNE	DBY		0			
EAC	СН	7.	Sole Dispositive Pov	ver:		
REPOR	TING					
PERS	SON	8.	33,234,743 Shared Dispositive P	ower:		
WIT	ГН		-			
9.	Aggreg	gate .	0 Amount Beneficially (	Owned by Each Reporting F	Person:	

33,234,743

9.6%

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12. Type of Reporting Person (See Instructions):

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# CUSIP No. N6596X109

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1. Name of Reporting Persons:

Blackstone LR Associates (Cayman) V Ltd.