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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 10, 2021

NXP Semiconductors N.V.

(Exact name of Registrant as specified in charter)

Netherlands
(State or other jurisdiction
of incorporation)

001-34841
(Commission
file number)

98-1144352
(IRS employer
identification number)

**60 High Tech Campus
Eindhoven
Netherlands**
(Address of principal executive offices)

5656 AG
(Zip code)

+31 402729999
(Registrant's telephone number, including area code)

NA
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common shares, EUR 0.20 par value

Trading symbol(s)
NXPI

Number of each exchange on which registered
The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933

(§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

David Reed, Executive Vice President Global Operations of NXP Semiconductors N.V. (“NXP”), has announced his retirement and will step down from his role as Executive Vice President Global Operations effective May 14, 2021. In connection with Mr. Reed’s retirement, NXP USA, Inc., a wholly owned indirect subsidiary of NXP, has entered into a Transition Services Agreement with Mr. Reed dated May 10, 2021 (the “Transition Services Agreement”). Pursuant to the Transition Services Agreement, Mr. Reed will remain employed by NXP USA, Inc. through July 30, 2021. From May 15 through July 30, 2021, Mr. Reed will assist with transitionary and consulting responsibilities as may be necessary. Mr. Reed’s current salary and benefits, including participation in the annual incentive plan and vesting of outstanding equity awards, will continue through July 30, 2021. The Transition Services Agreement contains non-compete and non-solicitation provisions that apply until July 30, 2022 and customary release of claims provisions.

The foregoing description is qualified by reference to the terms of the Transition Services Agreement, which is filed herewith as Exhibit 10.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 [Transition Services Agreement dated May 10, 2021 between NXP USA, Inc. and David Reed](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL).

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 hereunto duly authorized.

NXP Semiconductors N.V.

By: /s/ Dr. Jean A.W. Schreurs

Name: Dr. Jean A.W. Schreurs

Title: SVP and Chief Corporate Counsel

Date: May 13, 2021