
**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 26, 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 5.07 Submission of Matters to a Vote of Security Holders.

NXP Semiconductors N.V. (the "Company") announced the results of its 2021 annual general meeting of shareholders held on May 26, 2021.

The Annual General Meeting of Shareholders voted upon the following resolutions:

1. Adoption of the 2020 statutory annual accounts

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
229,009,949	296,947	120,770	13,030,928

2. Discharge the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2020

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
241,886,660	325,729	246,205	—

3a. Re-appointment of Mr. Kurt Sievers as executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
229,118,436	244,565	64,665	13,030,928

3b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
171,157,782	58,202,553	67,331	13,030,928

3c. Appointment of Ms. Annette Clayton as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
228,794,318	295,289	338,059	13,030,928

3d. Appointment of Mr. Anthony Foxx as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
214,835,276	14,249,730	342,660	13,030,928

3e. Re-appointment of Mr. Kenneth A. Goldman as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
141,343,618	88,012,722	71,326	13,030,928

3f. Re-appointment of Mr. Josef Kaeser as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
209,100,498	20,257,896	69,272	13,030,928

3g. Re-appointment of Ms. Lena Olving as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
173,931,533	55,160,787	335,346	13,030,928

3h. Re-appointment of Mr. Peter Smitham as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
156,744,670	72,611,786	71,210	13,030,928

3i. Re-appointment of Ms. Julie Southern as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
220,507,750	8,857,228	62,688	13,030,928

3j. Re-appointment of Ms. Jasmin Staiblin as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
223,450,045	5,914,803	62,818	13,030,928

3k. Re-appointment of Mr. Gregory L. Summe as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
195,115,630	34,242,389	69,647	13,030,928

3l. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from May 26, 2021

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
172,392,742	56,969,453	65,471	13,030,928

4. Authorization of the Board to issue ordinary shares of the Company (“ordinary shares”) and grant rights to acquire ordinary shares

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
241,655,490	750,642	52,462	—

5. Authorization of the Board to restrict or exclude pre-emption rights accruing in connection with an issue of shares or grant of rights

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
237,335,307	5,045,233	78,054	—

6. Authorization of the Board to repurchase ordinary shares

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
240,029,197	1,909,155	520,242	—

7. Authorization of the Board to cancel ordinary shares held or to be acquired by the Company

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
240,890,187	1,463,000	105,407	—

8. Approval of the amended remuneration of the non-executive members of the Board

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
227,117,377	1,713,490	596,799	13,030,928

9. Approval on a non-binding, advisory basis of the compensation of our Named Executive Officers

For
149,518,865

Against
79,471,549

Abstain
437,252

Broker Non-Votes
13,030,928

Item 8.01 Other Events.

On May 27, 2021, the Board approved the payment of an interim dividend for the second quarter of 2021 of \$0.5625 per ordinary share. The interim dividend will be paid in cash on July 6, 2021 to shareholders of record as of June 15, 2021.

A copy of the Company's press release announcing the dividend payment is attached as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated May 27, 2021 entitled: "NXP Semiconductors Announces Quarterly Dividend"](#).
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 27, 2021