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

**FORM 8-K**

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

**Date of report (Date of earliest event reported): June 1, 2022**

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**NXP Semiconductors N.V.**

(Exact name of Registrant as specified in charter)

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**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

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(§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 ☐

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

NXP Semiconductors N.V. (the "Company") announced the results of its 2022 annual general meeting of shareholders held on June 1, 2022.

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

1. Adoption of the 2021 statutory annual accounts

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 216,754,120 | 88,993         | 696,981        | 14,223,347              |

2. Discharge the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2021

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 230,450,417 | 537,221        | 775,803        | —                       |

- 3a. Re-appointment of Mr. Kurt Sievers as executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 217,069,829 | 374,478        | 95,787         | 14,223,347              |

- 3b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 201,441,816 | 15,994,559     | 103,719        | 14,223,347              |

- 3c. Re-appointment of Ms. Annette Clayton as non-executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 209,839,395 | 7,601,615      | 99,084         | 14,223,347              |

- 3d. Re-appointment of Mr. Anthony Foxx as non-executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 215,699,218 | 1,730,727      | 110,149        | 14,223,347              |

- 3e. Appointment of Chunyuan Gu as non-executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 217,070,886 | 360,090        | 109,118        | 14,223,347              |

- 3f. Re-appointment of Ms. Lena Olving as non-executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 213,326,606 | 4,110,583      | 102,905        | 14,223,347              |

- 3g. Re-appointment of Ms. Julie Southern as non-executive director with effect from June 1, 2022

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 200,808,271 | 16,626,633     | 105,190        | 14,223,347              |

- 3h. Re-appointment of Ms. Jasmin Staiblin as non-executive director with effect from June 1, 2022
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|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 211,819,531       | 5,615,462             | 105,101               | 14,223,347                     |

3i. Re-appointment of Mr. Gregory L. Summe as non-executive director with effect from June 1, 2022

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 213,229,822       | 4,200,134             | 110,138               | 14,223,347                     |

3j. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from June 1, 2022

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 209,206,905       | 8,228,324             | 104,865               | 14,223,347                     |

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

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 230,943,081       | 775,613               | 44,747                | —                              |

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

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 229,351,487       | 2,334,410             | 77,544                | —                              |

6. Authorization of the Board to repurchase ordinary shares

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 230,683,826       | 575,555               | 504,060               | —                              |

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

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 231,511,204       | 202,754               | 49,483                | —                              |

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

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 199,467,478       | 17,925,178            | 147,438               | 14,223,347                     |

#### Item 8.01 Other Events.

On June 2, 2022, the Board approved the payment of an interim dividend of \$0.845 per ordinary share for the second quarter of 2022. The interim dividend will be paid on July 6, 2022 to shareholders of record as of June 15, 2022.

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 June 2, 2022 entitled: "NXP Semiconductors Announces Quarterly Dividend"](#).

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

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## **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/ Timothy Shelhamer

Name: Timothy Shelhamer

Title: VP and Chief Corporate Counsel

Date: June 2, 2022