

NXP Semiconductors N.V.  
Form 8-A12B  
August 03, 2010

As filed with the Securities and Exchange Commission on August 2, 2010.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**NXP Semiconductors N.V.**

(Exact Name of Registrant as Specified in its Charter)

**The Netherlands**  
(State of Incorporation)

**Not Applicable**  
(I.R.S. Employer)

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or Organization)

Identification No.)

High Tech Campus 60, 5656 AG Eindhoven, The Netherlands  
(Address of Principal Executive Offices)

Not Applicable  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-166128  
(If applicable)

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

Title of Each Class	Name of Each Exchange on Which
to be so Registered Common stock, 0.20 par value Securities to be registered pursuant to Section 12(g) of the Act:	Each Class is to be Registered The NASDAQ Stock Market LLC

None  
(Title of Class)

**Item 1: Description of Registrant's Securities to be Registered.**

A description of the Common stock, \$0.20 par value (the Common Stock ) of NXP Semiconductors N.V. (the Registrant ) will be contained in a prospectus, constituting part of the Registrant's Amendment No. 7 to the Registration Statement on Form F-1 (File No. 333-166128) relating to the Securities, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to 424(b), the Prospectus ). The description of the Common Stock contained in the Prospectus under the heading "Description of Capital Stock" is hereby incorporated by reference into this Form 8-A.

**Item 2: Exhibits.**

- 3.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Amendment No. 7 to the Registration Statement on Form F-1, File No. 333-166128).
- 3.2 Amended and Restated Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Amendment No. 7 to the Registration Statement on Form F-1, File No. 333-166128).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**NXP Semiconductors N.V.**

Date: August 2, 2010

By: /s/ Jean Schreurs  
Name: **Jean Schreurs**  
Title: **Senior Vice President and Senior Corporate Counsel**