

NXP Semiconductors N.V.  
 Form 424B3  
 February 06, 2013  
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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be registered</b>	<b>Maximum offering price per unit</b>	<b>Maximum aggregate offering price</b>	<b>Amount of Registration Fee <sup>(2)</sup></b>
Shares of common stock, par value 0.20	30,000,000	\$30.35	\$910,500,000	\$124,192.20

- (1) This filing fee is calculated in accordance with Rule 457(r) and relates to the Registration Statement on Form F-3 (File No. 333-176435) filed by the registrant on August 23, 2011.
- (2) The registrant deposited \$124,192.2 by wire transfer of same-day funds to the Securities and Exchange Commission's account at US Bank on February 6, 2013.

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File Pursuant to Rule 424(b)(3)

Registration No. 333-176435

Supplement to Prospectus dated August 23, 2011.

**30,000,000 Shares****Common Stock**

This is an offering of 30,000,000 shares of common stock of NXP Semiconductors N.V. by the selling stockholders named in this prospectus supplement (such stockholders, including entities affiliated with directors of our company and with members of our senior management, the Selling Stockholders). See Selling Stockholders. We will not receive any proceeds from the sale of shares of common stock by the Selling Stockholders.

Our common stock is listed on the NASDAQ Global Select Market under the symbol NXPI. On February 1, 2013, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$30.76 per share.

*Investing in shares of our common stock involves risks. See Risk Factors beginning on page S-14 of this prospectus supplement, Risk Factors beginning on page 5 of the accompanying prospectus, and Risk Factors in our Annual Report on Form 20-F for the fiscal year ended December 31, 2011 (which document is incorporated by reference herein) and our financial statements and related notes, in order to read about factors you should consider before making a decision to invest in our common stock.*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial price to the public	\$ 30.35	\$ 910,500,000
Underwriting discount to be paid by the Selling Stockholders <sup>(1)</sup>	\$ 0.25	\$ 7,500,000
Proceeds, before expenses, to the Selling Stockholders	\$ 30.10	\$ 903,000,000

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(1) The underwriters will receive compensation in addition to the underwriting discount. See Underwriting.

The underwriters expect to deliver the shares of common stock through the facilities of the Depository Trust Company against payment thereof on or about February 7, 2013.

*Joint Book-Running Managers*

**Barclays**

**Credit Suisse**

Prospectus Supplement dated February 4, 2013.

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**Prospectus**

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We have not and the underwriters have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference herein or in any free writing prospectuses prepared by us or on behalf of us to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement is an offer to sell only the shares of common stock offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement is current only as of its date. Our business, financial condition, results of operation and prospects may have changed since that date.



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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document has two parts, a prospectus supplement and an accompanying prospectus dated August 23, 2011. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC, utilizing the SEC's shelf registration process. The prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Generally, when we refer to this document, we are referring to both parts of this document combined. Both this prospectus supplement and the accompanying prospectus include important information about us, our shares of common stock and other information you should know before investing in our common stock. The accompanying prospectus gives more general information, some of which may not apply to the shares of common stock offered by this prospectus supplement and the accompanying prospectus. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information contained in this prospectus supplement differs or varies from the information contained in a document we have incorporated by reference, you should rely on the information in the more recent document.

Before you invest in our common stock, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading "Incorporation by Reference."

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the shares of common stock in certain jurisdictions may be restricted by law. We are not making an offer of the common stock in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the common stock. We are not making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, references to NXP, the Company, we, us and our refer to NXP Semiconductors N.V. and its subsidiaries. References to the IPO refer to our initial public offering on the NASDAQ Global Select Market on August 5, 2010 of 34,000,000 shares of our common stock. References to the Selling Stockholders refer to the Selling Stockholders listed in the table under the caption "Selling Stockholders" in this prospectus supplement.

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**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

Certain important business and financial information about us is not included in this prospectus supplement but has been incorporated by reference. This means that we can disclose important information to you by referring you to another document filed or furnished with the SEC. The information incorporated by reference is considered to be part of this prospectus supplement and information that we file or furnish in the future with the SEC will, to the extent it is incorporated by reference herein, automatically update and supersede, as appropriate, this information.

This prospectus supplement incorporates by reference the documents listed below that we have previously filed or furnished with the SEC:

Our Current Reports on Form 6-K, furnished to the SEC on March 19, 2012, April 16, 2012, July 3, 2012, December 11, 2012, January 7, 2013 and February 1, 2013;

Our Interim Reports on Form 6-K for the period ended April 1, 2012, furnished to the SEC on June 14, 2012, for the period ended July 1, 2012, furnished to the SEC on August 21, 2012 and for the period ended September 30, 2012, furnished to the SEC on November 1, 2012 (our Q3 2012 Interim Report ); and

Our Annual Report on Form 20-F for the fiscal year ended December 31, 2011, filed with the SEC on March 13, 2012, as amended by the Amendment No. 1, filed with the SEC on April 12, 2012 (our 2011 Annual Report ).

We also incorporate by reference all documents that we file or furnish with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) after the date of this prospectus supplement from their respective dates of filing or furnishing, as the case may be, so long as any future reports on Form 6-K that we furnish to the SEC identify that they are incorporated by reference into the Registration Statement of which this prospectus supplement and the accompanying prospectus form part and until all the shares of the common stock to which this prospectus supplement relates are sold or the offering is otherwise terminated.

We will provide without charge to each person, including any beneficial owners, to whom a prospectus supplement is delivered, upon written or oral request, a copy of any or all the documents and reports described above and incorporated by reference into this prospectus supplement (other than exhibits to such documents, unless such documents are specifically incorporated by reference). Any such request may be made by writing or by telephoning us at the following address or phone number:

NXP Semiconductors N.V.

Attn: Legal Department

High Tech Campus 60

5656 AG Eindhoven

The Netherlands

Telephone: +31 40 2729233

Attn: Investor Relations, Mr. Jeff Palmer

411 E. Plumeria Drive

San Jose CA 95134

USA

Telephone: +1 408 518 5411

The documents incorporated by reference into this prospectus supplement can also be requested through, and are available in, the Investors section of our website, which is located at [www.nxp.com](http://www.nxp.com). The reference to our website address does not constitute incorporation by reference of the information contained in our website. We have not authorized anyone else to provide you with different information.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The information presented in, or incorporated by reference into, this prospectus supplement includes forward-looking statements. When used in, or incorporated by reference into, this document, the words anticipate, believe, estimate, forecast, expect, intend, plan and project and similar expressions, as they relate to us, our management or third parties, identify forward-looking statements. Forward-looking statements include statements regarding our business strategy, financial condition, results of operations and market data, as well as any other statements that are not historical facts. These statements reflect beliefs of our management, as well as assumptions made by our management and information currently available to us. Although we believe that these beliefs and assumptions are reasonable, these statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties expressly qualify all subsequent oral and written forward-looking statements attributable to us or persons acting on our behalf and include, in addition to those listed under Risk Factors and those included elsewhere in, or incorporated by reference into, this prospectus, the following:

market demand and semiconductor industry conditions;

our ability to successfully introduce new technologies and products;

the demand for the goods into which our products are incorporated;

our ability to generate sufficient cash, raise sufficient capital or refinance our debt at or before maturity to meet both our debt service and research and development and capital investment requirements;

our ability to accurately estimate demand and match our production capacity accordingly;

our ability to obtain supplies from third-party producers;

our access to production from third-party outsourcing partners, and any events that might affect their business or our relationship with them;

our ability to secure adequate and timely supply of equipment and materials from suppliers;

our ability to avoid operational problems and product defects and, if such issues were to arise, to rectify them quickly;

our ability to form strategic partnerships and joint ventures and successfully cooperate with our alliance partners;

our ability to win competitive bid selection processes;

our ability to develop products for use in our customers' equipment and products;



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our ability to successfully hire and retain key management and senior product engineers; and

our ability to maintain good relationships with our suppliers.

In addition, this prospectus supplement contains or incorporates by reference information concerning the semiconductor industry and our market and business segments generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry and our market and business segments will develop. We have based these assumptions on information currently available to us, including through the market research and industry reports referred to in this prospectus supplement. Although we believe that this information is reliable, we have not independently verified and cannot guarantee its accuracy or completeness. If any one or more of these assumptions turn out to be incorrect, actual market results may differ from those predicted. While we do not know what impact any such differences may have on our business, if there are such differences, they could have a material adverse effect on our future results of operations and financial condition, and the trading price of our common stock.

These and other factors are discussed in more detail under **Risk Factors** and elsewhere in our 2011 Annual Report, which is incorporated by reference herein. We do not assume any obligation to update any forward-looking statements and disclaim any obligation to update our view of any risks or uncertainties described or incorporated by reference herein or to publicly announce the result of any revisions to the forward-looking statements made in, or incorporated by reference into, this prospectus supplement, except as required by law.

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*This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus. The information set forth in this summary does not contain all of the information that you should consider before investing in shares of our common stock. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the factors described or referred to under the heading *Risk Factors* herein and in our 2011 Annual Report, as well as the financial statements and related notes and other information incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. This summary contains forward-looking statements that contain risks and uncertainties. Our actual results may differ significantly from future results as a result of factors such as those set forth in *Risk Factors* and *Forward-Looking Statements*.*

**Our Company**

We are a global semiconductor company and a long-standing supplier in the industry, with over 50 years of innovation and operating history. We provide leading High-Performance Mixed-Signal and Standard Products solutions that leverage our deep application insight and our technology and manufacturing expertise in radio frequency, analog, power management, interface, security and digital processing products. Our product solutions are used in a wide range of automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing applications. We engage with leading original equipment manufacturers ( *OEMs* ). For the nine months ended September 30, 2012, 60% of our revenue was derived from Asia Pacific (excluding Japan). Since our separation from Koninklijke Philips Electronics N.V. ( *Philips* ) in 2006, we have significantly repositioned our business to focus on High-Performance Mixed-Signal solutions and implemented between 2008 and 2011 a redesign program aimed at achieving a world-class cost structure and processes (the *Redesign Program* ). As of December 31, 2012, we had approximately 25,350 full-time equivalent employees located in more than 25 countries, with research and development activities in Asia, Europe and the U.S., and manufacturing facilities in Asia and Europe.

**The NXP Solution**

We design and manufacture High-Performance Mixed-Signal semiconductor solutions to meet the challenging requirements of systems and sub-systems in our target markets. High-Performance Mixed-Signal solutions are an optimized mix of analog and digital functionality integrated into a system or sub-system. These solutions are fine-tuned to meet the specific performance, cost, power, size and quality requirements of applications. High-Performance Mixed-Signal solutions alleviate the need for OEMs to possess substantial system, sub-system and component-level design expertise required to integrate discrete components into an advanced fully functional system. We have what we believe is an increasingly uncommon combination of capabilities — our broad range of analog and digital technologies, application insights and world-class process technology and manufacturing capabilities — to provide our customers with differentiated solutions that serve their critical requirements. Customers often engage with us early, which allows us to hone our understanding of their application requirements and future product roadmaps and to become an integral partner in their system design process. Within our High-Performance Mixed-Signal segment we have four business units; a business unit focusing on solutions for portable and computing, a business unit focusing on solutions for industrial and infrastructure, a business unit focusing on solutions for automotive and a business unit focusing on solutions for identification.

**Our Strengths**

We believe we have a number of strengths that create the opportunity for us to be a leader in our target markets. Some of these strengths include:

***Market-leading products.*** For the year ended December 31, 2011, approximately 78% of our High-Performance Mixed-Signal sales and 73% of our Standard Products sales were generated by products for which we held a top three market position based on product sales.

***Strong intellectual property portfolio.*** We have an extensive intellectual property portfolio of approximately 11,000 issued and pending patents covering the key technologies used in our target application areas.

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***Deep applications expertise.*** We have built, and continue to build, through our relationships with leading OEMs and through internal development efforts in our advanced systems lab, deep insight into the component requirements and architectural challenges of electronic system solutions in our target end-market applications, thereby enhancing our engagement in our customers' product platforms. The fact that we have dedicated business units within our High-Performance Mixed-Signal segment underlines this.

***Strong, well-established customer relationships.*** We have strong, well-established relationships with almost every major automotive, identification, mobile handset, consumer electronics, mobile base station and lighting supplier in the world. Some of our top OEM customers, in terms of revenue, include Apple, Bosch, Continental Automotive, Giesecke/Devrient, Ericsson, Harman/Becker, Huawei, Nokia, Nokia Siemens Networks, Oberthur, Panasonic, Philips, Samsung, Sony, Visteon and ZTE. We also serve customers through our distribution partners.

***Differentiated process technologies and competitive manufacturing.*** We focus our internal and joint venture wafer manufacturing operations on running a portfolio of proprietary specialty process technologies that enable us to differentiate our products on key performance features. By concentrating our manufacturing activities in Asia and by significantly streamlining our operations through our Redesign Program, we believe we have a competitive manufacturing base.

### **NXP Repositioning and Redesign**

Since our separation from Philips in 2006, we have significantly repositioned our business and market strategy. Further, between 2008 and 2011, we executed our Redesign Program to better align our costs with our more focused business scope, and in November 2012 we announced the introduction of an operating expenses ( OPEX ) reduction program focusing specifically on selling, general and administrative expenses and aimed at finding ways to run our company more efficiently in our cyclical industry. Key elements of our repositioning and redesign are:

#### **Our Repositioning**

***New leadership team.*** Nine of the twelve members of our executive management team have been recruited from outside NXP. Prior to joining NXP, our chief executive officer, Rick Clemmer, and chief financial officer, Peter Kelly, played leading roles in a program that significantly enhanced the performance of Agere Systems Inc. ( Agere ). Ruediger Stroh, our executive vice president and general manager High-Performance Mixed-Signal identification, joined us from LSI Corporation and previously Agere, where he helped to turn around the hard disk-drive business. Alexander Everke, our executive vice president and general manager High-Performance Mixed-Signal industrial and infrastructure came to us from Infineon Technologies AG ( Infineon ), where he led the global sales organization and helped to restructure the company's go-to-market model. Dave French, our executive vice president and general manager of High-Performance Mixed-Signal portable and computing, joined in April 2012 with more than 30 years' experience in the semiconductor industry, having served as president and CEO of Cirrus Logic. Loh Kin Wah, our executive vice president of sales, was previously President and CEO of Qimonda AG, and prior to that responsible for the Communication Business Group and subsequently the Memories Product Group at Infineon. Chris Belden, our executive vice president Operations, implemented the manufacturing redesign program of Freescale Semiconductor, Inc. ( Freescale ), formerly part of Motorola, Inc., between 2002 and 2005. Sean Hunkler, executive vice president of our operations, sharing responsibility with Mr. Belden for managing our operations, joined in July 2012 with more than 28 years of experience in the semiconductor and materials industries in the U.S. and Asia, including leading roles in internal and external manufacturing operations for MEMC Electronic Materials, Inc. and Freescale.

***Focus on High-Performance Mixed-Signal solutions.*** We have implemented our strategy of focusing on High-Performance Mixed-Signal solutions because we believe it to be an attractive market in terms of growth, barriers to entry, relative market share, relative business and pricing stability, and capital intensity. Several transactions have been core to our strategic realignment and focus on High-Performance Mixed-Signal: in September 2007, we divested our cordless phone system-on-chip business to DSP Group, Inc.; in July 2008, we contributed our wireless activities to the ST-NXP Wireless joint venture (our stake in which was subsequently sold, with the business being renamed ST-Ericsson ); and in February 2010, we merged our television systems and set-top box business with Trident Microsystems,



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Inc. ( Trident ). Our primary motivations for exiting the system-on-chip markets for wireless activities and consumer applications were the significant research and development investment requirements and high customer concentration inherent in these markets. In addition, we sold two non-semiconductor component businesses. In July 2011, we sold our Sound Solutions business (formerly included in our Standard Products segment), which makes mobile speakers and receivers, to Knowles Electronics, an affiliate of Dover Corporation. This has enabled us to significantly increase our research and development investments in the High-Performance Mixed-Signal applications on which we focus. To further strengthen our High Performance Mixed Signal position, we have made a number of acquisitions in recent years, such as the acquisition on July 21, 2010 of Jennic Ltd., a developer of low power RF solutions for wireless applications. On April 12, 2012 we acquired Catena Holding B.V., a design and IP company, specialized in radio frequency communication, analog, mixed signal and digital signal processing.

***New customer engagement strategy.*** We have implemented a new approach to serving our customers and have invested significant additional resources in our sales and marketing organizations. We have created application marketing teams that focus on delivering solutions that include as many suitable NXP components as possible in their system reference designs, which helps us achieve greater cross-selling between our various product lines, while helping our customers accelerate their time to market. With the increased number of application engineers and our applications marketing approach, we are able to engage with more design locations ranging from our largest, highest volume customers to the mid-size customers who typically have lower volumes but more attractive margins.

### **Our Redesign**

***Streamlined cost structure.*** As a result of our Redesign Program, we have achieved between 2008 and 2011 manufacturing and operating cost savings through a combination of headcount reductions, factory closings and restructuring of our IT infrastructure.

***Leaner manufacturing base.*** As a part of our Redesign Program, we have significantly reduced our overall manufacturing footprint, particularly in high-cost geographies. Our current manufacturing strategy focuses on capabilities that differentiate NXP in terms of product features, process capabilities, cost, supply chain and quality. Accordingly, we have closed or sold a number of facilities, including but not limited to, the sale of our wafer factory in Caen, France in June 2009, the closure of our production facility in Fishkill, New York in July 2009, the closure of part of our front-end manufacturing in Hamburg, Germany in January 2010, and the closure of our ICN5 facility in Nijmegen, the Netherlands at the end of 2010. As a result, we have reduced the number of our front-end manufacturing facilities from fourteen at the time of our separation from Philips in 2006 to six by the end of 2012. Also, during the fourth quarter of 2011 we took steps for the future closure of the ICN4 and ICN6 wafer fabs in Nijmegen, the Netherlands.

***Operating Expenses (OPEX) Reduction Program.*** We are currently working towards optimizing future business growth from a sustainable foundation. In November 2012, we announced the introduction of our OPEX Reduction Program, focusing specifically on Selling, General and Administrative expenses and aimed at finding ways to run our company more efficiently in our cyclical industry. The objective of the OPEX Reduction Program is to bring these expenditures down to 12% of our revenue, meaning around two percentage points lower for the fiscal year ended December 31, 2013, compared to 2012.

### **Our Strategy**

Our strategy is to be the leading provider of High-Performance Mixed-Signal solutions, supported by a strong Standard Products business, addressing our priority application areas. Key elements of this strategy are:

***Extend our leadership in High-Performance Mixed-Signal markets.*** We intend to leverage our industry-leading RF, analog, power management, interface, security and digital processing technologies and capabilities to extend our leadership positions in providing High-Performance Mixed-Signal solutions for automotive, identification, wireless infrastructure, lighting, industrial, mobile, consumer and computing applications. Based on a combination of external and internal sources, we estimate that the consolidated market size of these addressed High-Performance Mixed-Signal markets was \$16.6 billion as of December 31, 2011.



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**Focus on significant, fast growing opportunities.** We are focused on providing solutions that address the macro trends of energy efficiency, mobility and connected mobile devices, security and healthcare, as well as rapid growth opportunities in emerging markets given our increasing market share in Asia Pacific (excluding Japan), which represented 57% of our revenue for the year ended December 31, 2011.

**Deepen relationships with our key customers through our application marketing efforts.** We intend to increase our market share by focusing on and deepening our customer relationships, further growing the number of our field application engineers at our customers' sites and increasing product development work we conduct jointly with our lead customers. We have dedicated business units within our High-Performance Mixed-Signal segment to help cultivate key customer relationships.

**Expand gross and operating margins.** We continue to actively consider operational improvement programs aimed at accelerating revenue growth, expanding gross margins and improving overall profitability through better operational execution and streamlining of our cost structure.

**Recent Developments****Recent Results**

*Fourth Quarter 2012 Results (\$ millions, except EPS and percentages, unaudited)*

	Q4 2012	Q3 2012	Q4 2011	Q	Q	Y	Y	2012	2011	Y	Y
Product Revenue	\$ 1,066	\$ 1,114	\$ 857	-4%		24%		\$ 4,114	\$ 3,831	7%	
Mfg. & Other Revenue	\$ 50	\$ 56	\$ 74	-11%		-32%		\$ 244	\$ 363	-33%	
<b>Total Revenue</b>	<b>\$ 1,116</b>	<b>\$ 1,170</b>	<b>\$ 931</b>	<b>-5%</b>		<b>20%</b>		<b>\$ 4,358</b>	<b>\$ 4,194</b>	<b>4%</b>	
<b>GAAP Gross Profit</b>	<b>\$ 490</b>	<b>\$ 536</b>	<b>\$ 389</b>	<b>-9%</b>		<b>26%</b>		<b>\$ 1,988</b>	<b>\$ 1,906</b>	<b>4%</b>	
GAAP Gross Margin	43.9%	45.8%	41.8%					45.6%	45.4%		
<b>GAAP Operating Income</b>	<b>\$ 33</b>	<b>\$ 168</b>	<b>\$ 7</b>	<b>-80%</b>		<b>371%</b>		<b>\$ 412</b>	<b>\$ 357</b>	<b>15%</b>	
GAAP Operating Margin	3.0%	14.4%	0.8%					9.5%	8.5%		
<b>GAAP Net Income / (Loss)</b>	<b>\$ (116)</b>	<b>\$ 115</b>	<b>\$ (182)</b>	<b>NM</b>		<b>NM</b>		<b>\$ (115)</b>	<b>\$ 390</b>	<b>NM</b>	
<b>GAAP EPS, Diluted</b>	<b>\$ (0.47)</b>	<b>\$ 0.45</b>	<b>\$ (0.73)</b>	<b>NM</b>		<b>NM</b>		<b>\$ (0.46)</b>	<b>\$ 1.57</b>	<b>NM</b>	
<b>GAAP EPS, Basic</b>	<b>\$ (0.47)</b>	<b>\$ 0.46</b>	<b>\$ (0.73)</b>	<b>NM</b>		<b>NM</b>		<b>\$ (0.46)</b>	<b>\$ 1.57</b>	<b>NM</b>	

*Supplemental Information (\$ millions, unaudited)*

	Q4 2012	Q3 2012	Q4 2011	% Q4 Total	Q	Q	Y	Y	2012	2011	Y	Y
Automotive	\$ 227	\$ 239	\$ 218	20%		-5%						