

Freescale Semiconductor, Ltd.  
Form 425  
April 10, 2015

Filed by NXP Semiconductors N.V.

Pursuant to Rule 425

under the Securities Act of 1933 and  
deemed filed pursuant to Rule 14a-12 under  
the Securities Exchange Act of 1934

Subject Company: Freescale Semiconductor, Ltd. (Commission File No. 001-35184)

### **No Offer or Solicitation**

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between NXP Semiconductors N.V. ( **NXP** ) and Freescale Semiconductor, Ltd. ( **FSL** ).

### **Important Information For Investors and Shareholders**

In connection with this proposed business combination, NXP has filed with the Securities and Exchange Commission (the **SEC** ) a registration statement on Form F-4 that includes a preliminary joint proxy statement of NXP and FSL that also constitutes a preliminary prospectus of NXP. The information contained in the preliminary joint proxy statement/prospectus is not complete and may be changed and the registration statement has not been declared effective by the SEC. Each of NXP and FSL may file with the SEC other documents in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF NXP AND FSL ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT ARE FILED OR MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.** The definitive joint proxy statement/prospectus (when available) will be mailed to shareholders of NXP and FSL. Investors and security holders will be able to obtain free copies of the definitive joint proxy statement/prospectus and other documents filed with the SEC by NXP and/or FSL through the internet website maintained by the SEC at <http://www.sec.gov>. Copies of the definitive joint proxy statement/prospectus and the other documents filed with the SEC by NXP will also be available free of charge on NXP's Investor Relations internet website at <http://www.nxp.com/investor> or by contacting NXP's Investor Relations Contact by phone at 1-408-518-5411. Copies of the definitive joint proxy statement/prospectus and the other documents filed with the SEC by FSL will be available free of charge on FSL's Investor Relations internet website at <http://investors.freescale.com> or by writing to Freescale Semiconductor, Ltd., c/o Freescale Semiconductor, Inc., 6500 William Cannon Drive West, Austin, Texas 78735, Attention: Investor Relations or by phone at 1-512-895-2454.

### **Participants in Solicitation**

NXP, FSL, their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of NXP is set forth in its Annual Report on Form 20-F for the year ended December 31, 2014, which was filed with the SEC on March 6, 2015. Information about the directors and executive officers of FSL is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 6, 2015, and its proxy statement for its 2015 annual meeting of shareholders, which was filed with the SEC on March 16, 2015.

These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, may be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

## Forward Looking Statements

Certain statements in this communication regarding the proposed transaction between NXP and FSL are forward-looking statements. The words anticipate, believe, ensure, expect, if, intend, estimate, probable, forecasts, predict, outlook, aim, will, could, should, would, potential, may, might, anticipate, strategy, and similar expressions, and the negative thereof, are intended to identify forward-looking statements. These forward-looking statements, which are subject to numerous factors, risks and uncertainties about NXP and FSL, may include projections of their respective future business, strategies, financial condition, results of operations and market data. These statements are only predictions based on current expectations and projections about future events. There are important factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected, including the risk factors set forth in the preliminary joint proxy statement/prospectus, NXP's most recent Form 20-F and FSL's most recent reports on Form 10-K, Form 10-Q and other documents on file with the SEC and the factors given below:

the failure to obtain the approval of shareholders of NXP or FSL in connection with the proposed transaction;

the failure to consummate or delay in consummating the proposed transaction for other reasons;

the timing to consummate the proposed transaction;

the risk that a condition to closing of the proposed transaction may not be satisfied;

the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained, or is obtained subject to conditions that are not anticipated;

NXP's and FSL's ability to achieve the synergies and value creation contemplated by the proposed transaction;

the ability of either NXP or FSL to effectively integrate their businesses; and

the diversion of management time on transaction-related issues.

FSL's and NXP's forward-looking statements are based on assumptions that may not prove to be accurate. Neither FSL nor NXP can guarantee future results, level of activity, performance or achievements. Moreover, neither FSL nor NXP assumes responsibility for the accuracy and completeness of any of these forward-looking statements. FSL and NXP assume no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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The following is a script for an Employee Video from Rick Clemmer which video is distributed on April 10, 2015.

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**QUARTERLY INTEGRATION VIDEO ADDRESS 01**

**CEO RICK CLEMMER TALKS ABOUT PROGRESS OF INTEGRATION**

Script for Employee Video Rick Clemmer

**To be broadcast starting April 10, 2015**

Hey NXP'ers,

Our proposed merger of NXP with Freescale is one of the most exciting developments in our history of NXP as a company.

Our expected position as number 4 in the non-memory semiconductor industry as a whole is, from our current number 14 position, an important milestone and shows how far we have come with our continued hard work and dedication.

The merger will make us one of the leaders in general purpose microcontroller (MCU) products. This position of strength at Freescale, combined with NXP's leadership in security & connectivity creates the strong base required to address the global Internet of Things market, or what we like to call it: The Smarter World.

And it will also bring us to the leading semiconductor position in Automotive, already a huge market, one of growing potential as the connected car and safer driving become reality.

The ongoing process surrounding this merger is complex and involves great numbers of people from both companies.

The Integration Team has been formed and their roles and responsibilities have been assigned, and we have established an Integration Management Office in NXP. This will identify goals and value drivers to help ensure a smooth and successful integration, which is so critical to the merger success.

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They will primarily be responsible for executing the integration plan through various work streams to prepare us for Day One – the first day of our officially merged companies.

In the weeks and months until that day, I have made it a priority to make sure that you are all updated regularly on the progress of the merger. It is important that you are part of this process, that you share in the exciting changes that are set to bring NXP to greater heights than ever before.

And while we look forward to our strengthened position and expanded potential, there is something we must also bear in mind. It would be easy to congratulate ourselves on this historic development, to sit back and think of the future and say “we’ve made it.”

But we haven’t, and this is precisely the time we must keep a very sharp focus on continuing to deliver our results before the closing.

I am fully aware of the excitement that change can bring, of the temptation to lose track of the normal day-to-day responsibilities we all have in our work.

But we have customers expecting excellence, and who will expect even more from us in the months and years ahead. So it is important that we carry on as before, with a customer-focused passion to win.

NXP is committed to becoming the leader in Secure Connections for a Smarter World. The journey to that point has not become easier with the proposed merger, but in fact just give us the base to build from.

Our customers will rightly expect even more from us, and our competitors will become even more challenging than they are today.

So I ask you all to stay focused on your responsibilities, and work together to keep NXP strong. We still have much work to do.

Thank you.

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