

Freescale Semiconductor, Ltd.  
 Form 4  
 December 09, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Carlyle Group Management L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE.

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Freescale Semiconductor, Ltd. [FSL]

3. Date of Earliest Transaction (Month/Day/Year)

12/07/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/07/2015		D		31,315,416.1 (1)	D	(2) 0
						I	See footnotes (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. WASHINGTON, DC 20004		X		
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220 S WASHINGTON, DC 20004-2505		X		
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		

## Signatures

CARLYLE GROUP MANAGEMENT L.L.C., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact, Name: Daniel D'Aniello, Title: Chairman	12/09/2015
__Signature of Reporting Person	Date
THE CARLYLE GROUP L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact, Name: Daniel D'Aniello, Title: Chairman	12/09/2015
__Signature of Reporting Person	Date
CARLYLE HOLDINGS II GP L.L.C., By: The Carlyle Group L.P., its managing member, By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact, Name: Daniel D'Aniello, Title: Chairman	12/09/2015
__Signature of Reporting Person	Date
CARLYLE HOLDINGS II L.P., By: /s/ Jeremy W. Anderson, attorney-in-fact, Name: Daniel D'Aniello, Title: Chairman	12/09/2015
__Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P., By: Carlyle Holdings II L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact, Name: Daniel D'Aniello, Title: Chairman	12/09/2015
__Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P., By: TC Group Cayman Investment Holdings, L.P., its general partner, By: Carlyle Holdings II L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact, Name: Daniel D'Aniello, Title: Chairman	12/09/2015
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On December 4, 2015, Freescale Holdings L.P. made a distribution of all of the Freescale Shares held by its to its limited partners, including 31,315,416.1 Freescale Shares (as defined below) to entities that are directly or indirectly controlled by the Reporting Persons and certain of their affiliates, as reported on the Form 4 filed by Freescale Holdings L.P. on December 8, 2015. Freescale Holdings L.P. was the direct holder of 196,980,050 Freescale Shares, which were previously reported as beneficially owned by the Reporting Persons.
- (2) Disposed of pursuant to the Agreement and Plan of Merger, dated as of March 1, 2015 (the "Merger Agreement"), by and among NXP Semiconductors N.V. ("NXP"), Nimble Acquisition Limited ("Merger Sub") and the Issuer, whereby Merger Sub merged with and into the Issuer with the Issuer surviving the merger as an indirect, wholly-owned subsidiary of NXP (the "Merger"). At the effective time of the Merger, each common share of the Issuer (the "Freescale Shares"), issued and outstanding immediately prior to such time was cancelled (other than Freescale Shares held by the Issuer in treasury or owned by NXP, Merger Sub or any other direct or indirect wholly-owned subsidiary of NXP) and converted into the right to receive \$6.25 in cash, without interest, plus 0.3521 of a duly authorized, validly issued and fully paid ordinary share of NXP, par value EUR 0.20 per share (the "NXP Ordinary Shares") (together with cash in lieu of fractional Freescale Shares).
- (3) The Reporting Persons may be deemed to be beneficial owners of these securities via entities that are directly or indirectly controlled by TC Group Cayman Investment Holdings Sub L.P. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of such Reporting Person's pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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