

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

**COMMISSIONERS: Edith Ramirez, Chairwoman
Julie Brill
Maureen K. Ohlhausen
Terrell McSweeney**

In the Matter of

**NXP Semiconductors N.V.,
a corporation.**

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Docket No. C-4560

COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act, and its authority thereunder, the Federal Trade Commission (“Commission”), having reason to believe that Respondent NXP Semiconductors N.V. (“NXP”), a corporation subject to the jurisdiction of the Commission, has agreed to acquire Freescale Semiconductor, Ltd. (“Freescale”), a corporation subject to the jurisdiction of the Commission, in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act (“FTC Act”), 15 U.S.C. § 45, and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its Complaint, stating its charges as follows:

I. RESPONDENT

1. Respondent NXP is a public limited liability company organized, existing, and doing business under and by virtue of the laws of the Netherlands, with its office and principal place of business located in Eindhoven, the Netherlands.

2. Freescale is a public limited liability company organized, existing, and doing business under and by virtue of the laws of Bermuda

4. Freescale is engaged in the design, manufacture, and sale of a range of semiconductor products used in a variety of electronic systems for automotive, communications, communications, industrial, consumer, and other applications.

5. Respondent and Freescale are, and at all times relevant herein have been, engaged in commerce, as “commerce” is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12

