

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Carlyle Group Management L.L.C.</u> _____ (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u> _____ (Street) <u>WASHINGTON DC 20004-2505</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Freescale Semiconductor, Ltd. [ FSL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	05/07/2015		x		9,534,587 <sup>(1)</sup>	A	\$36.12	205,671,482	I	See footnotes <sup>(2)(3)</sup>
Common Shares	05/07/2015		s		8,691,432 <sup>(1)</sup>	D	\$39.62	196,980,050	I	See footnotes <sup>(2)(3)</sup>

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants	\$36.12	05/07/2015		x			9,534,587	(4)	(4)	Common Shares	9,534,587	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 \_\_\_\_\_  
 (Street)  
WASHINGTON DC 20004-2505  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TC Group Cayman Investment Holdings, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
C/O INTERTRUST CORPORATE SERVICES  
190 ELGIN AVENUE  
 \_\_\_\_\_  
 (Street)  
GEORGE TOWN E9 KY1-9005  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TC Group Cayman Investment Holdings Sub L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
C/O INTERTRUST CORPORATE SERVICES  
190 ELGIN AVENUE  
 \_\_\_\_\_  
 (City) (State) (Zip)

(Street)		
GEORGE TOWN	E9	KY1-9005
_____		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Carlyle Group L.P.</a>		
_____		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE. NW, SUITE 220S		
_____		
(Street)		
WASHINGTON	DC	20004-2505
_____		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Carlyle Holdings II GP L.L.C.</a>		
_____		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE. NW, SUITE 220S		
_____		
(Street)		
WASHINGTON	DC	20004-2505
_____		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Carlyle Holdings II L.P.</a>		
_____		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE. NW, SUITE 220S		
_____		
(Street)		
WASHINGTON	DC	20004-2505
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

- On May 7, 2015, Freescale Holdings L.P. ("Holdings L.P.") exercised on a net basis the warrant (the "Warrant") held by it pursuant to the Warrant Agreement, dated as of December 1, 2006, between the Issuer and Holdings L.P. (the "Warrant Agreement"), resulting in an issuance of 843,155 Common Shares of the Issuer to Holdings L.P. Holdings L.P. paid the exercise price on a cashless basis, resulting in the withholding of 8,691,432 Common Shares of the Issuer to pay the exercise price and in an issuance of 843,155 Common Shares of the Issuer to Holdings L.P.
- 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. and which in the aggregate hold (1) 1,125,000 Class A limited partnership interests in Holdings L.P., the direct holder of the reported securities, and (2) interests in Freescale Holdings GP, Ltd., the general partner of Holdings 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.
- 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.
- On December 1, 2006, the Issuer issued and granted to Holdings L.P., pursuant to the Warrant Agreement, subject to customary anti-dilution adjustment pursuant to the terms of the Warrant and certain other adjustments as described therein, the right to purchase 9,534,587 shares of Common Shares of the Issuer, exercisable immediately.

**Remarks:**

[CARLYLE GROUP  
MANAGEMENT L.L.C., By: /s/ 05/11/2015  
Jeremy W. Anderson, attorney-  
in-fact](#)

[TC GROUP CAYMAN  
INVESTMENT HOLDINGS,  
L.P., By: Carlyle Holdings II 05/11/2015  
L.P., its general partner, By: /s/  
Jeremy W. Anderson, attorney-  
in-fact](#)

[TC GROUP CAYMAN  
INVESTMENT HOLDINGS  
SUB L.P., By: TC Group 05/11/2015  
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](#)

[THE CARLYLE GROUP L.P.,  
By: Carlyle Group Management 05/11/2015  
L.L.C., its general partner, By:  
/s/ Jeremy W. Anderson,  
attorney-in-fact](#)

CARLYLE HOLDINGS II GP 05/11/2015  
L.L.C., 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  
CARLYLE HOLDINGS II L.P.,  
By: /s/ Jeremy W. Anderson, 05/11/2015  
attorney-in-fact

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**