

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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.</u> (Street) <u>WASHINGTON DC 20004</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>12/07/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial 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⁾

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)		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)					

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)

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

(Street)
GEORGE TOWN,
GRAND E9 KY1-9005
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Carlyle Group L.P.](#)

(Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220 S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Carlyle Holdings II GP L.L.C.](#)

(Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Carlyle Holdings II L.P.](#)

(Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

Explanation of Responses:

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.

Remarks:

[CARLYLE GROUP
MANAGEMENT L.L.C., By:
Carlyle Group Management
L.L.C., its general partner, By: 12/09/2015
/s/ Jeremy W. Anderson,
attorney-in-fact, Name: Daniel
D'Aniello, Title: Chairman
THE CARLYLE GROUP L.P., 12/09/2015
By: Carlyle Group
Management L.L.C., its
general partner, By: /s/ Jeremy
W. Anderson, attorney-in-fact,](#)

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

** 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.