

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Freescale Semiconductor, Ltd.

CIK: **1392522** | IRS No.: **980522138** | State of Incorporation: **DO** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-35184** | Film No.: **13849966**
SIC: **3674** Semiconductors & related devices

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **May 16, 2013 (May 16, 2013)**

FREESCALE SEMICONDUCTOR, LTD.

(Exact Name of Registrant as Specified in Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation)

001-35184
(Commission File
Number)

98-0522138
(IRS Employer
Identification Number)

6501 William Cannon Drive West, Austin, Texas 78735
(Address of Principal Executive Offices, including Zip Code)

(512) 895-2000
(Registrant's telephone number, including area code)

NA
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Freescale Semiconductor, Inc. (“Freescale”), a wholly owned indirect subsidiary of Freescale Semiconductor, Ltd., plans to offer, subject to market and other conditions, \$750 million in aggregate principal amount of senior secured notes in a private placement to extend a portion of its debt maturities and reduce its interest expense. The offering is expected to be made to “qualified institutional buyers” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and in offshore transactions pursuant to Regulation S under the Securities Act. Freescale intends to use all of the net proceeds of the offering to redeem all of its outstanding 10 1/8% Senior Secured Notes due 2018 in accordance with the indenture governing those notes, and to pay the related premium and fees. The proposed offering of the notes is subject to market and other conditions, and may not occur as described or at all.

This Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any offer, solicitation or sale of these securities in any state in which such offer, solicitation or sale would be unlawful. These securities will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

Cautionary Note Regarding Forward Looking Statements

This Form 8-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to the closing of the senior secured notes offering, the anticipated issuance of the senior secured notes by Freescale and other statements that are not historical fact. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Actual results and trends in the future may differ materially from those suggested or implied by the forward-looking statements depending on a variety of factors. Some of these factors include market conditions, customary closing conditions and such other risk factors as may be discussed in Freescale Semiconductor, Ltd.’ s filings with the Securities and Exchange Commission. We undertake no obligation to update any information contained in this Form 8-K.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREESCALE SEMICONDUCTOR, LTD.

By: /s/ Dathan C. Voelter

Name: Dathan C. Voelter

Title: Assistant Secretary

Date: May 16, 2013

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