

EVERSPIN TECHNOLOGIES INC
Form 3
October 07, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| NXP Semiconductors N.V. | | | 10/07/2016 | | EVERSPIN TECHNOLOGIES INC [MRAM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| HIGH TECH CAMPUS 60 | | | (Check all applicable) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| EINDHOVEN, P7 5656AG | | | (give title below) (specify below) | | | |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 557,692 | I ⁽¹⁾ | Held by wholly-owned subsidiary; see footnote 1 |

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NXP Semiconductors N.V. HIGH TECH CAMPUS 60 EINDHOVEN, P7 5656AG | ^ | ^ X | ^ | ^ |
| NXP B.V. HIGH TECH CAMPUS 60 EINDHOVEN, P7 5656AG | ^ | ^ X | ^ | ^ |
| Freescall Semiconductor Holdings V, Inc. 6501 WILLIAM CANNON DRIVE WEST AUSTIN, TX 78735 | ^ | ^ X | ^ | ^ |
| FREESCALE SEMICONDUCTOR INC 6501 WILLIAM CANNON DRIVE WEST AUSTIN, TX 78735 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| NXP Semiconductors N.V., by /s/ Guido Dierick, Authorized Signatory | 10/07/2016 |
| __Signature of Reporting Person | Date |
| NXP B.V., by /s/ Guido Dierick, Authorized Signatory | 10/07/2016 |
| __Signature of Reporting Person | Date |
| Freescall Semiconductor Holdings V, Inc., by /s/ Jennifer B. Wuamett, President | 10/07/2016 |
| __Signature of Reporting Person | Date |
| Freescall Semiconductor, Inc., by /s/ Jennifer B. Wuamett, President | 10/07/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Common Stock of Everspin Technologies is directly held by Freescall Semiconductor, Inc., which is a wholly-owned subsidiary of
- (1) Freescall Semiconductor Holdings V, Inc., which is a wholly-owned subsidiary of NXP B.V., which is a wholly-owned subsidiary of NXP Semiconductors N.V.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.