

Freescale Semiconductor, Ltd.
Form SC 13G/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

FREESCALE SEMICONDUCTOR, LTD.

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G3727Q101

(CUSIP Number)

December 31, 2012

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. G3727Q101

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1 Names of reporting persons

The Carlyle Group L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

205,671,482

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

205,671,482

9 Aggregate amount beneficially owned by each reporting person

205,671,482

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

79.0%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. G3727Q101

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1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

205,671,482

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

205,671,482

9 Aggregate amount beneficially owned by each reporting person

205,671,482

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

79.0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. G3727Q101

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1 Names of reporting persons

Carlyle Holdings II GP L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

205,671,482

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

205,671,482

9 Aggregate amount beneficially owned by each reporting person

205,671,482

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

79.0%

12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. G3727Q101

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1 Names of reporting persons

Carlyle Holdings II L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Québec

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

205,671,482

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

205,671,482

9 Aggregate amount beneficially owned by each reporting person

205,671,482

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

79.0%

12 Type of reporting person

OO (Québec société en commandit)

SCHEDULE 13G

CUSIP No. G3727Q101

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1 Names of reporting persons

TC Group Cayman Investment Holdings, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

205,671,482

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

205,671,482

9 Aggregate amount beneficially owned by each reporting person

205,671,482

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

79.0%

12 Type of reporting person

PN

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CUSIP No. G3727Q101

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1 Names of reporting persons

TC Group Cayman Investment Holdings Sub L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

205,671,482

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

205,671,482

9 Aggregate amount beneficially owned by each reporting person

205,671,482

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

79.0%

12 Type of reporting person

PN

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CUSIP No. G3727Q101

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1 Names of reporting persons

Carlyle Offshore Partners II Holdings, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

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1 Names of reporting persons

Carlyle Offshore Partners II, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

SCHEDULE 13G

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1 Names of reporting persons

DBD Cayman Holdings, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

SCHEDULE 13G

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1 Names of reporting persons

DBD Cayman, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

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1 Names of reporting persons

TCG Holdings Cayman II, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

PN

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ITEM 1. (a) Name of Issuer:

Freescale Semiconductor, Ltd., formerly known as Freescale Semiconductor Holdings I, Ltd. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

6501 William Cannon Dr. West

Austin, Texas 78735

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

Carlyle Offshore Partners II Holdings, Ltd.

Carlyle Offshore Partners II, Ltd.

DBD Cayman Holdings, Ltd.

DBD Cayman, Ltd.

TCG Holdings Cayman II, L.P.

Following an internal reorganization on May 2, 2012, TCG Holdings Cayman II, L.P. is no longer the general partner of TC Group Cayman Investment Holdings. Accordingly, Carlyle Offshore Partners II Holdings, Ltd., Carlyle Offshore Partners II, Ltd., DBD Cayman Holdings, Ltd., DBD Cayman, Ltd. and TCG Holdings Cayman II, L.P. may no longer be deemed to beneficially own the shares reported herein.

(b) Address or Principal Business Office:

The address of each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C. and Carlyle Holdings II L.P. c/o The Carlyle Group, 1001 Pennsylvania Ave., NW, Suite 220 South, Washington, D.C. 20004-2505. The address of each of the other Reporting Persons is c/o Walker Corporate Services Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001 Cayman Islands.

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(c) Citizenship of each Reporting Person is:

Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings II GP L.L.C. are organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandit. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

(d) Title of Class of Securities:

Common shares, par value \$0.01 per share (Common Shares).

(e) CUSIP Number:

G3727Q101

ITEM 3.

Not applicable.

ITEM 4. Ownership
Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Shares of the Issuer as of December 31, 2012, based upon 250,736,676 Common Shares outstanding as of January 30, 2013.

| Reporting Person | Amount beneficially owned | Percent of class: | Sole power to vote or Shared power to Sole power to dispose or to direct the disposition | | | |
|--|---------------------------------|----------------------|--|-----------------------------------|--|--|
| | | | to direct the vote: | vote or to direct the vote: | to direct the disposition of: | to direct the disposition of: |
| Carlyle Group Management L.L.C. | 205,671,482 | 79.0% | 0 | 205,671,482 | 0 | 205,671,482 |
| The Carlyle Group L.P. | 205,671,482 | 79.0% | 0 | 205,671,482 | 0 | 205,671,482 |
| Carlyle Holdings II GP L.L.C. | 205,671,482 | 79.0% | 0 | 205,671,482 | 0 | 205,671,482 |
| Carlyle Holdings II L.P. | 205,671,482 | 79.0% | 0 | 205,671,482 | 0 | 205,671,482 |
| TC Group Cayman Investment Holdings, L.P. | 205,671,482 | 79.0% | 0 | 205,671,482 | 0 | 205,671,482 |
| TC Group Cayman Investment Holdings Sub L.P. | 205,671,482 | 79.0% | 0 | 205,671,482 | 0 | 205,671,482 |
| Carlyle Offshore Partners II Holdings, Ltd. | 0 | 0.0% | 0 | 0 | 0 | 0 |
| Carlyle Offshore Partners II, Ltd. | 0 | 0.0% | 0 | 0 | 0 | 0 |
| DBD Cayman Holdings, Ltd. | 0 | 0.0% | 0 | 0 | 0 | 0 |
| DBD Cayman, Ltd. | 0 | 0.0% | 0 | 0 | 0 | 0 |
| TCG Holdings Cayman II, L.P. | 0 | 0.0% | 0 | 0 | 0 | 0 |

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Freescale Holdings L.P. is the record holder of 196,136,895 Common Shares and a warrant currently exercisable for 9,534,587 Common Shares (together, the Freescale Shares). Freescale LP is controlled by its general partner, Freescale Holdings GP, Ltd. Entities that are directly or indirectly controlled by the Reporting Persons hold in the aggregate (1) 1,125,000 Class A limited partnership interests in Freescale Holdings L.P., representing 15.91% of the total Class A limited partnership interests outstanding, and (2) 250 shares of Freescale Holdings GP, Ltd., representing 25% of the total shares outstanding of Freescale Holdings GP, Ltd.

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.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

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 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
Name: Daniel D Aniello
Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

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**TC GROUP CAYMAN INVESTMENT HOLDINGS
SUB L.P.**

By: TC Group 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

Name: Daniel D Aniello

Title: Chairman

Carlyle Offshore Partners II Holdings, Ltd.

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Director

Carlyle Offshore Partners II, Ltd.

by: Carlyle Offshore Partners II Holdings, Ltd., its sole
shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Director

DBD Cayman Holdings, Ltd.

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

DBD Cayman, Ltd.

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

TCG Holdings Cayman II, L.P.

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ Jeremy W. Anderson, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

LIST OF EXHIBITS

| Exhibit No. | Description |
|------------------------|------------------------|
| 24 | Power of Attorney |
| 99 | Joint Filing Agreement |