

STMICROELECTRONICS NV
Form SC 13G/A
February 12, 2019

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

SCHEDULE 13G/A

(Rule 13D-102)

**Under the Securities Exchange Act of 1934
(Amendment No. 15)***

STMicroelectronics N.V.

(Name of Issuer)

Common Shares, nominal value 1.04 per share

(Title of Class of Securities)

861012102

(CUSIP Number)

December 31, 2018

(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)
- ☐ 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).

(Continued on following pages)

13G

- 1 Name of Reporting Person
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

STMicroelectronics Holding N.V. (ST Holding)

- 2 Check the Appropriate Box if a Member of a Group*
(a) ☒ x
(b) ☐ o

- 3 SEC Use Only

- 4 Citizenship or Place of Organization
The Netherlands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5	Sole Voting Power NONE
6	Shared Voting Power 250,704,754 (See Item 4(a) and Exhibit 1)
7	Sole Dispositive Power NONE
8	Shared Dispositive Power 250,704,754 (See Item 4(a) and Exhibit 1)

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
250,704,754

- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ☐ o

- 11 Percent of Class Represented by Amount in Row 9
27.5%*

- 12 Type of Reporting Person*
HC

13G

- 1 Name of Reporting Person
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FT1CI

- 2 Check the Appropriate Box if a Member of a Group*
(a) ☒ x
(b) ☐ o

- 3 SEC Use Only

- 4 Citizenship or Place of Organization
France

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5

Sole Voting Power
NONE

6

Shared Voting Power
250,704,754 (See Item 4(a) and Exhibit 1)

7

Sole Dispositive Power
NONE

8

Shared Dispositive Power
250,704,754 (See Item 4(a) and Exhibit 1)

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
250,704,754

- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ☐ o

- 11 Percent of Class Represented by Amount in Row 9
27.5%*

- 12 Type of Reporting Person*
HC

13G

1 Name of Reporting Person
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ministero dell Economia e delle Finanze (Ministry of the Economy and Finance)

2 Check the Appropriate Box if a Member of a Group*

(a) ☒ x
(b) ☐ o

3 SEC Use Only

4 Citizenship or Place of Organization
Italy

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power NONE
	6	Shared Voting Power 250,704,754 (See Item 4(a) and Exhibit 1)
	7	Sole Dispositive Power NONE
	8	Shared Dispositive Power 250,704,754 (See Item 4(a) and Exhibit 1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
250,704,754

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ☐ o

11 Percent of Class Represented by Amount in Row 9
27.5%*

12 Type of Reporting Person*
CO

13G

1 Name of Reporting Person
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bpifrance Participations S.A. (Bpifrance)

2 Check the Appropriate Box if a Member of a Group*

(a) ☒ x
(b) ☐ o

3 SEC Use Only

4 Citizenship or Place of Organization
France

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power NONE
	6	Shared Voting Power 250,704,754 (See Item 4(a) and Exhibit 1)
	7	Sole Dispositive Power NONE
	8	Shared Dispositive Power 250,704,754 (See Item 4(a) and Exhibit 1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
250,704,754

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ☐ o

11 Percent of Class Represented by Amount in Row 9
27.5%*

12 Type of Reporting Person*
CO

Item 1(a).

Name of Issuer:

STMicroelectronics N.V. (the Company)

Item 1(b).

Address of Issuer's Principal Executive Offices:

WTC Schiphol Airport

Schiphol Boulevard 265

1118 BH Schiphol

The Netherlands

Item 2(a).

Name of Persons Filing:

During 2018 the members of the Group of STMicroelectronics N.V. shareholders consisted of:

(i) ST Holding

(ii) FT1CI

(iii) Ministero dell' Economia e delle Finanze

(iv) Bpifrance Participations S.A.

Item 2(b).

Address of Principal Business Office, or if none, Residence:

(i) STMicroelectronics Holding N.V.

Weena 210-212

3012 NJ Rotterdam

The Netherlands

(ii) FT1CI

27-31, avenue du Général Leclerc

94710 Maisons-Alfort Cedex France

(iii) Ministero dell' Economia e delle Finanze

via XX Settembre, 97

00187 Rome

Italy

(iv) Bpifrance Participations S.A.

27-31, avenue du Général Leclerc

94710 Maisons-Alfort Cedex

France

Item 2(c).

Citizenship:

(i) The Netherlands

(ii) France

(iii) Italy

(iv) France

Item 2(d).

Title of Class of Securities:

Common Shares, nominal value 1.04 per Share

Item 2(e).

CUSIP Number:

861012102

Item 3.

Item 3 is not applicable.

Item 4(a).

Amount beneficially owned:

250,704,754 common shares held of record by STMicroelectronics Holding N.V. (ST Holding) on STMicroelectronics N.V. s share registry.

Item 4(b).

ST Holding is jointly controlled by FT1CI and the Ministry of the Economy and Finance (see Exhibit 1 attached hereto). FT1CI is controlled by Bpifrance.

Percent of class:

27.5% based upon 911,156,920 common shares issued as of December 31, 2018, as disclosed in the Form 6-K filed by STMicroelectronics N.V. on January 24, 2019.

Item 4(c).

Number of shares as to which such person has:

Please see Items 5, 6, 7, 8, 9 and 11 of each cover sheet for each filing entity.

Item 5.

Ownership of Five Percent or Less of a Class.

Item 5 is not applicable.

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

Item 6 is not applicable.

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

Item 7 is not applicable.

Item 8. Identification and Classification of Members of a Group

See attached Exhibit I for the identity of each member of the Group and a description of relevant shareholders' agreements. See also, Item 4(a) above.

Item 9. **Notice of Dissolution of Group**

Item 9 is not applicable.

Item 10. Certification

Item 10 is not applicable.

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.

By: STMicroelectronics Holding N.V.

February 12, 2019
(Date)

/s/ Gabriele Pagnotta
(Signature)

Name: Gabriele Pagnotta

Title: Managing Director

February 12, 2019
(Date)

/s/ Marie Artaud-Dewitte
(Signature)

Name: Marie Artaud-Dewitte

Title: Managing Director

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.

By: FT1CI

February 12, 2019
(Date)

/s/ Nicolas Dufourcq
(Signature)

Name: Nicolas Dufourcq

Title: President

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.

By: Ministero dell' Economia
e delle Finanze

February 12, 2019
(Date)

/s/ Antonino Turicchi
(Signature)

Name:	Antonino Turicchi
Title:	Director of Shareholdings and Privatizations

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.

By: Bpifrance Participations S.A.

February 12, 2019
(Date)

/s/ Nicolas Dufourcq
(Signature)

Name:	Nicolas Dufourcq
Title:	Chairman and CEO