

Hao Kenneth
Form 4
February 02, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Silver Lake (Offshore) AIV GP IV,
Ltd.

(Last) (First) (Middle)

C/O SILVER LAKE
PARTNERS,, 2775 SAND HILL
ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Avago Technologies LTD [AVGO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, no par value <u>(1)</u> <u>(2)</u>	02/01/2016		D		13,497,979	D	<u>(4)</u> <u>(5)</u>	0	I	Held through SLP Argo I Ltd. <u>(6)</u>
Ordinary Shares, no par value <u>(1)</u> <u>(3)</u>	02/01/2016		D		262,088	D	<u>(4)</u> <u>(5)</u>	0	I	Held through SLP Argo II Ltd. <u>(7)</u>
Ordinary Shares, no par value	02/01/2016		D		65,428	D	<u>(4)</u> <u>(5)</u>	0	I	See footnote (8)

(1)

Ordinary Shares, no par value	02/01/2016	D	3,285	D	<u>(4)</u> <u>(5)</u>	0	I	See footnote <u>(9)</u>
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(1)

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

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(9-02)

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 37.41	02/01/2016		D	7,630	04/04/2013	04/03/2017	Ordinary Shares, no par value	7,630
Stock Option (Right to Buy)	\$ 35.38	02/01/2016		D	9,854	04/10/2014	04/09/2018	Ordinary Shares, no par value	9,854
Stock Option (Right to Buy)	\$ 62.47	02/01/2016		D	5,223	04/09/2015	04/08/2019	Ordinary Shares, no par value	5,223

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Silver Lake (Offshore) AIV GP IV, Ltd.
C/O SILVER LAKE PARTNERS,

X

2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

Silver Lake Technology Associates IV Cayman, L.P.
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

Silver Lake Partners IV Cayman (AIV II), L.P.
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

Silver Lake Technology Investors IV Cayman, L.P.
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

SLP Argo I Ltd.
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

SLP Argo II Ltd.
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

Hao Kenneth
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

Signatures

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd.

02/01/2016

__Signature of Reporting Person

Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P.

02/01/2016

__Signature of Reporting Person

Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P., General Partner of Silver Lake Partners IV Cayman (AIV II), L.P.

02/01/2016

__Signature of Reporting Person

Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P., General Partner of Silver Lake Technology Investors IV Cayman, L.P.

02/01/2016

__Signature of Reporting Person

Date

By: /s/ Karen M. King, General Counsel of SLP Argo I Ltd.

02/01/2016

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__Signature of Reporting Person

Date

By: /s/ Karen M. King, General Counsel of SLP Argo II Ltd.

02/01/2016

__Signature of Reporting Person

Date

By: /s/ Kenneth Y. Hao, by Karen M. King, Attorney-in-fact for Kenneth Y. Hao

02/01/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This Form 4 is filed on behalf of SLP Argo I Ltd. ("Argo I"), SLP Argo II Ltd. ("Argo II"), Silver Lake Partners IV Cayman (AIV II), L.P. ("AIV II"), Silver Lake Technology Investors IV Cayman, L.P. ("SLTI IV"), Silver Lake Technology Associates IV Cayman, L.P. ("SLTA IV Cayman"), Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP IV") and Mr. Kenneth Y. Hao. AIV II is the sole shareholder of Argo I. SLTI IV is the sole shareholder of Argo II. SLTA IV Cayman is the sole general partner of AIV II and SLTI IV, and AIV GP IV is the sole general partner of SLTA IV Cayman. Each of AIV GP IV, SLTA IV Cayman, SLTI IV, AIV II, Argo I and Argo II may have been deemed to be a director by deputization of Avago Technologies Limited (the "Issuer") and Mr. Hao was a director of the Issuer, in each case at the time of the transactions reported herein.

(2) AIV II, as the sole shareholder of Argo I, SLTA IV Cayman, as the sole general partner of AIV II, AIV GP IV, as the sole general partner of SLTA IV Cayman, and Mr. Kenneth Y. Hao, as a director of Argo I and AIV GP IV, may each be deemed to be the indirect beneficial owner of the securities directly owned by Argo I under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing, and each Reporting Person (except for Argo I) disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

(3) SLTI IV, as the sole shareholder of Argo II, SLTA IV Cayman, as the sole general partner of SLTI IV, AIV GP IV, as the sole general partner of SLTA IV Cayman, and Mr. Kenneth Y. Hao, as a director of Argo II and AIV GP IV, may each be deemed to be the indirect beneficial owner of the securities directly owned by Argo II under Rule 16a-1(a)(2) of the Exchange Act. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing, and each Reporting Person (except for Argo II) disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

(4) Disposed of in connection with the transactions consummated on February 1, 2016 pursuant to the terms of an Agreement and Plan of Merger, dated as of May 28, 2015, by and among the Issuer, Broadcom Corporation ("Broadcom"), Pavonia Limited ("Holdco"), Safari Cayman L.P., Avago Technologies Cayman Holdings Ltd., Avago Technologies Cayman Finance Limited, Buffalo CS Merger Sub, Inc. ("CS Merger Sub") and Buffalo UT Merger Sub, Inc. ("UT Merger Sub," and, together with CS Merger Sub, the "Merger Subs"), pursuant to which (a) the Issuer was indirectly acquired by Holdco pursuant to the terms of a scheme of arrangement under Singapore law consummated in accordance with Section 210 of the Companies Act (Chapter 50 of Singapore), and (b) the Merger Subs merged with and into Broadcom, with Broadcom as the surviving corporation in such mergers (collectively, the "Transactions").

(5) (Continued from footnote 4) As a result of the Transactions, (x) both the Issuer and Broadcom became indirect subsidiaries of Holdco, (y) all issued Ordinary Shares of the Issuer were exchanged on a one-for-one basis for newly issued ordinary shares of Holdco, and (z) each outstanding share option or restricted share unit issued by the Issuer has been converted into an option to purchase Holdco ordinary shares or a Holdco restricted share unit, respectively, covering the same number of Holdco ordinary shares as the number of Ordinary Shares of the Issuer that were subject to such share option or restricted share unit immediately prior to the Transactions and, in the case of Holdco share options, at the same per share exercise price of the related share option of the Issuer immediately prior to the Transactions. Holdco was subsequently renamed Broadcom Limited.

(6) These securities are directly held by Argo I. See footnote (2).

(7) These securities are directly held by Argo II. See footnote (3).

(8) These securities are held by Mr. Kenneth Y. Hao for the benefit of certain entities affiliated with AIV GP IV ("Silver Lake"). Mr. Hao served as a director of the Issuer at the time of the transactions reported herein. Pursuant to Mr. Hao's arrangement with Silver Lake with respect to director compensation, upon the sale of these securities, the proceeds from such sale(s) are expected to be remitted to Silver Lake. Mr. Hao, through his role at Silver Lake and its affiliates, may be deemed to have an indirect interest in these securities. Mr. Hao is a director of AIV GP IV.

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(9) These securities are held by the Hao Family Trust u/a/d 10/12/99.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. Pursuant to Rule 16a-1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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