

Avago Technologies LTD
 Form 4
 May 08, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hao Kenneth

(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)
05/06/2014

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2.0% Convertible Senior Notes due 2021	\$ 48.04 ⁽¹⁾	05/06/2014	A		\$ 980,953,000		<u>(2)</u>	<u>(3)</u>	Ordinary Shares, no par value	20,400
2.0% Convertible Senior Notes due 2021	\$ 48.04 ⁽¹⁾	05/06/2014	A		\$ 19,047,000		<u>(2)</u>	<u>(3)</u>	Ordinary Shares, no par value	396,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hao Kenneth C/O SILVER LAKE PARTNERS, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			

Signatures

/s/ Kenneth Y. Hao 05/08/2014
 Hao Date
 __Signature of Reporting Person

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) On May 6, 2014, Avago Technologies Limited (the "Company") issued 2.0% Convertible Senior Notes due 2021 (the "Convertible Notes") to SLP Argo I Ltd. ("Argo I") and SLP Argo II Ltd. ("Argo II"). The initial conversion rate of the Convertible Notes (the "Conversion Rate") is 20.8160 shares of the Issuer's Ordinary Shares, no par value ("Ordinary Shares"), and cash in lieu of fractional Ordinary Shares, per \$1,000 principal amount of Convertible Notes, which rate is subject to adjustment from time to time upon the occurrence of certain events. The initial Conversion Rate is equivalent to an initial conversion price of approximately \$48.04 per Ordinary Share.

(2) The Convertible Notes are immediately exercisable.

(3) The Convertible Notes mature on August 15, 2021, subject to earlier redemption, repurchase or conversion in accordance with their terms.

(4) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, Ordinary Shares or a combination of cash and Ordinary Shares. This number represents the number of Ordinary Shares issuable upon conversion of the Convertible Notes if the Company elects to settle its conversion obligation solely through Ordinary Shares by delivering Ordinary Shares at the Conversion Rate with cash in lieu of any fractional Ordinary Shares.

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Silver Lake Partners IV Cayman (AIV II), L.P. ("AIV II") is the sole shareholder of Argo I, Silver Lake Technology Associates IV Cayman, L.P. ("SLTA IV Cayman") is sole general partner of AIV II, and Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP IV") is the sole general partner of SLTA IV Cayman. Mr. Hao serves as a director of both Argo I and AIV GP IV and may be deemed to share voting and investment power with respect to the securities beneficially owned by Argo I and AIV GP IV. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that Mr. Hao is a beneficial owner of all securities covered by this filing, and Mr. Hao disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, if any.

(5) Silver Lake Technology Investors IV Cayman, L.P. ("SLTI IV") is the sole shareholder of Argo II, SLTA IV Cayman is sole general partner of SLTI IV, and AIV GP IV is the sole general partner of SLTA IV Cayman. Mr. Hao serves as a director of both Argo II and AIV GP IV and may be deemed to share voting and investment power with respect to the securities beneficially owned by Argo II and AIV GP IV. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that Mr. Hao is a beneficial owner of all securities covered by this filing, and Mr. Hao disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, if any.

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.