

Broadcom Ltd
Form 4
April 08, 2016

FORM 4

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

OMB APPROVAL

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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
Broadcom 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Ordinary Shares, no par value | 02/01/2016 | | A ⁽¹⁾⁽²⁾ | 57 | A | ⁽¹⁾ / ₍₂₎ | 3,342 | I | See footnote ⁽³⁾ |
| Ordinary Shares, no par value | 02/01/2016 | | A ⁽¹⁾⁽²⁾ | 18 | A | ⁽¹⁾ / ₍₂₎ | 18 | I | See footnote ⁽⁴⁾ |
| Ordinary Shares, no par value | 04/06/2016 | | A ⁽⁵⁾ | 1,325 | A | \$ 0 | 66,753 | I | See footnote ⁽⁶⁾ |
| Ordinary Shares, no par value | | | | | | | 13,497,979 | I | Held |

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).
- Acquired 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 (the "Merger Agreement"), by and among the Issuer, Avago Technologies Limited ("Avago"), Broadcom Corporation ("Broadcom"), 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 indirectly acquired Avago 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"). Continued in footnote (2).
- (1) At the effective time of the Transactions, each share of Broadcom common stock beneficially owned by Mr. Hao was converted into the right to receive, subject to proration in accordance with the Merger Agreement, 0.4378 freely-tradeable ordinary shares of the Issuer.
- (2) These securities are held by the Hao Family Trust u/a/d 10/12/99.
- (3) These securities are held by Mr. Hao's family limited partnership.
- (4) Represents a grant of restricted stock units which, subject to Mr. Hao's continued service as a member of the board of directors through the vesting date, will vest in full on April 6, 2017.
- These securities are held by Mr. Hao for the benefit of Silver Lake Technology Management, L.L.C., certain of its affiliates and certain of the funds they manage ("Silver Lake"). Mr. Hao serves as a director of the Issuer. 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 and/or its limited partners. Mr. Hao, through his role at Silver Lake and its affiliates, may be deemed to have an indirect interest in these securities.
- (5) These securities are held by SLP Argo I Ltd. ("Argo I"). Mr. Hao, as a director of Argo I and Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP IV"), the sole general partner of Silver Lake Technology Associates IV Cayman, L.P. ("SLTA IV Cayman"), the sole general partner of Silver Lake Partners IV Cayman (AIV II), L.P., the sole shareholder of Argo I, may be deemed to be the indirect beneficial owner of the securities directly owned by Argo I.
- (6) These securities are held by SLP Argo II Ltd. ("Argo II"). Mr. Hao, as a director of Argo II and AIV GP IV, the sole general partner of SLTA IV Cayman, the sole general partner of Silver Lake Technology Investors IV Cayman, L.P., the sole shareholder of Argo II, may be deemed to be the indirect beneficial owner of the securities directly owned by Argo II.
- (7) (8)

Remarks:

Pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is a b

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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