

Avago Technologies LTD
Form 3
May 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Silver Lake (Offshore) AIV
GP IV, Ltd.

(Last) (First) (Middle)

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

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
05/06/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares, no par value	54,938	I	See Footnote ⁽¹⁰⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2.0% Convertible Senior Notes due 2021 (1) (2)	Â (4)	Â (5)	Ordinary Shares, no par value	20,419,517 (6)	\$ 48.04 (7)	I	Held through SLP Argo I Ltd. (8)
2.0% Convertible Senior Notes due 2021 (1) (3)	Â (4)	Â (5)	Ordinary Shares, no par value	396,482 (6)	\$ 48.04 (7)	I	Held through SLP Argo II Ltd. (9)
Stock Option (right to buy)	03/30/2012	03/29/2016	Ordinary Shares, no par value	7,186	\$ 31.49	I	See Footnote (10)
Stock Option (right to buy)	04/04/2013	04/03/2017	Ordinary Shares, no par value	7,630	\$ 37.41	I	See Footnote (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silver Lake (Offshore) AIV GP IV, Ltd. C/O SILVER LAKE PARTNERS, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â X	Â	Â	Â
Silver Lake Technology Associates IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â X	Â	Â	Â
Silver Lake Partners IV Cayman (AIV II), L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â X	Â	Â	Â
Silver Lake Technology Investors IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â X	Â	Â	Â
SLP Argo I Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â X	Â	Â	Â
SLP Argo II Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100	Â X	Â	Â	Â

MENLO PARK, CA 94025

Signatures

/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd.	05/08/2014
Signature of Reporting Person	Date
/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P.	05/08/2014
Signature of Reporting Person	Date
/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.	05/08/2014
Signature of Reporting Person	Date
/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.	05/08/2014
Signature of Reporting Person	Date
/s/ Kenneth Y. Hao, Director of SLP Argo I Ltd.	05/08/2014
Signature of Reporting Person	Date
/s/ Kenneth Y. Hao, Director of SLP Argo II Ltd.	05/08/2014
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 3 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") and Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP IV"). 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 be deemed to be a director by deputation of Avago Technologies Limited (the "Issuer").
- (2) AIV II, as the sole shareholder of Argo I, SLTA IV Cayman, as the sole general partner of AIV II and AIV GP IV, as the sole general partner of SLTA IV Cayman, 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 each of the Reporting Owners are beneficial owners of all securities covered by this filing, and each Reporting Owner (except for Argo I) disclaims beneficial ownership of the securities reported herein, 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 and AIV GP IV, as the sole general partner of SLTA IV Cayman, 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 each of the Reporting Owners are beneficial owners of all securities covered by this filing, and each Reporting Owner (except for Argo II) disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (4) The Issuer's 2.0% Convertible Senior Notes due 2021 (the "Convertible Notes") are immediately exercisable.
- (5) The Convertible Notes mature on August 15, 2021, subject to earlier redemption, repurchase or conversion in accordance with their terms.
- (6) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, ordinary shares, no par value, of the Issuer ("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

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delivering a number of Ordinary Shares at the initial conversion rate of 20.8160 shares of the Issuer's Ordinary Shares (the "Conversion Rate"), and cash in lieu of fractional Ordinary Shares, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain events.

- (7) The initial Conversion Rate is equivalent to an initial conversion price of approximately \$48.04 per Ordinary Share.
- (8) These securities are directly held by Argo I. AIV II, SLTA IV Cayman and AIV GP IV may be deemed to have indirect beneficial ownership of these securities. See footnote 2.
- (9) These securities are directly held by Argo II. SLTI IV, SLTA IV Cayman and AIV GP IV may be deemed to have indirect beneficial ownership of these securities. See footnote 3.
- (10) These securities are held by Mr. Kenneth Y. Hao for the benefit of certain funds affiliated with AIV GP IV ("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. Mr. Hao holds other securities of the Issuer for his own account that are not reported in this Form 3 and are separately reported by Mr. Hao.

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Remarks:

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

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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