

QUALCOMM INC/DE
Form DFAN14A
March 12, 2018

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

QUALCOMM INCORPORATED

(Name of Registrant as Specified in Its Charter)

BROADCOM LIMITED

BROADCOM CORPORATION

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On March 12, 2018, the following materials were made available on www.avgo-qcom.com.

TRANSCRIPT OF VIDEO

OUR HERITAGE: BROADCOM LIMITED

February 1, 2016

| Frame | Voiceover (<i>Super / Copy</i>) |
|------------|--|
| 1 (:08) | We are Broadcom Limited. A global communications semiconductor powerhouse with deep roots tracing back to the early days of the microelectronics industry. |
| 2 (:06) | These roots nourish our growth and carry with them the vision of the technology trailblazers who came before. |
| 3 (:09) | Trailblazers who, through a series of remarkable achievements, collectively changed forever the way we interact with our world. |
| 4 (:06) | Let s start in 1960, with a key invention heralding the information age: the laser. |
| | 1960 |
| | <i>Invented the laser</i> |
| 5 (:05) | That same year, the first metal oxide semiconductor transistor was demonstrated. |
| | 1960 |
| | <i>Demonstrated the first Metal Oxide Semiconductor transistor</i> |
| 6 (:05) | The first commercially available LED was developed in 1966 |
| | 1966 |
| | <i>Developed the first commercially available LED</i> |
| 7 | and just four years later, the mechanism used to hand off cellular calls from tower to tower was pioneered. |

(:07)

1970

Invented the mechanism for handoff in cellular communications

8 Fast-forward to the 90s, when FBAR technology was developed to enable mobile devices to filter unwanted frequencies and support multi-band wireless communications

(:10)

1990s

Pioneered FBAR filter design and manufacturing for mobile wireless communications

9 And in 1999, the first single-chip DOCSIS cable modem was created, allowing cable TV operators to provide Internet access over their existing infrastructure.

(:12)

1999

Created the first single-chip DOCSIS cable modem to allow cable TV operators to provide Internet access

10 In the 2000s, disk drive controller technology and advanced preamp development was pioneered, helping open the door for increased hard drive capacity, performance and form factor options.

(:07)

2000s

Pioneered disk drive controller technology and pre-amp development increasing hard drive capacity, performance and form factor options

11 2002 saw the debut of the first 10-Gigabit-per-second CMOS transceiver.

(:05)

2002

Introduced the first 10-Gbps CMOS transceiver

12 Multiple new technologies were released in 2004, including SAS RAID-on-Chip, I/O Controllers, Host Bus Adapters and RAID Controller cards.

(:10)

2004+

Introduced SAS RAID-on-Chip, I/O Controller, Host Bus Adapter and RAID Controller cards

13 Two years later, high-speed SerDes and ASIC implementations outpaced the industry.

(:10)

2006

Outpaced the industry in high-speed SerDes performance and ASIC implementations

14 In 2007, the first chip for mobile phones to combine Wi-Fi, Bluetooth and FM was launched.

(:06)

2007

Launched the first Wi-Fi + Bluetooth + FM combo chip for mobile phones

15 In 2010, the world's first Terabit Ethernet switch chip was created, enabling a new generation of ultra high bandwidth networking solutions.

(:08)

2010

Created the world's first Terabit Ethernet switch chip

16 The following year, new high-speed SERDES and basic ASIC implementations outpaced the industry.
(:06)

2011

Outpaced the industry in high-speed SERDES performance and ASIC implementations

17 And in 2012, the first Full-Band Capture all-digital TV tuner was introduced, overcoming the limitations of
traditional cable tuners.
(:09)

2012

Introduced the first Full-Band Capture all-digital TV tuner

18 And in 2014, 100 gigabit-per-second, multi-mode fiber VCSEL-based transceivers were launched, optimizing
data center interconnects.
(:10)

2014

*Launched high speed multi-mode Fiber VCSEL-based Transceivers, optimizing fiber-optic data center
interconnects*

19 The heritage of technology that drove these achievements continues today as Broadcom Limited, the world's
leading diversified semiconductor company.
(:09)

20 We provide solutions globally for the world's most successful technology companies, positioning Broadcom
to flourish well into the future.
(:12)

21 Broadcom Limited.
(:03) Connecting everything.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning Broadcom. These statements include, but are not limited to, statements that address our expected future business and financial performance and statements about (i) the proposed transaction involving Broadcom and Qualcomm and the expected benefits of the proposed transaction, (ii) the expected benefits of acquisitions, (iii) our plans, objectives and intentions with respect to future operations and products, (iv) our competitive position and opportunities, (v) the impact of acquisitions on the market for our products, and (vi) other statements identified by words such as will, expect, believe, anticipate, estimate, should, intend, plan, predict, project, aim, and similar words, phrases or expressions. These forward-looking statements are based on current expectations and beliefs of the management of Broadcom, as well as assumptions made by, and information currently available to, such management, current market trends and market conditions and involve risks and uncertainties, many of which are outside Broadcom's and management's control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Particular uncertainties that could materially affect future results include risks associated with our proposal to acquire Qualcomm, including: (i) uncertainty regarding the ultimate outcome or terms of any possible transaction between Broadcom and Qualcomm, including as to whether Qualcomm will cooperate with us regarding the proposed transaction, (ii) the effects of the announcement of the proposed transaction on the ability of Broadcom and Qualcomm to retain customers, to retain and hire key personnel and to maintain favorable relationships with suppliers or customers, (iii) the timing of the proposed transaction, (iv) the ability to obtain regulatory approvals and satisfy other closing conditions to the completion of the proposed transaction (including shareholder approvals), and (v) other risks related to the completion of the proposed transaction and actions related thereto; any loss of our significant customers and fluctuations in the timing and volume of significant customer demand; our dependence on contract manufacturing and outsourced supply chain; our dependency on a limited number of suppliers; any acquisitions we may make, such as delays, challenges and expenses associated with receiving governmental and regulatory approvals and satisfying other closing conditions, and with integrating acquired companies with our existing businesses and our ability to achieve the growth prospects and synergies expected by such acquisitions; our ability to accurately estimate customers' demand and adjust our manufacturing and supply chain accordingly; our significant indebtedness, including the need to generate sufficient cash flows to service and repay such debt; dependence on a small number of markets and the rate of growth in these markets; dependence on and risks associated with distributors of our products; dependence on senior management; quarterly and annual fluctuations in our operating results; global economic conditions and concerns; our proposed redomiciliation of our ultimate parent company to the United States; our competitive performance and ability to continue achieving design wins with our customers, as well as the timing of any design wins; prolonged disruptions of our or our contract manufacturers' manufacturing facilities or other significant operations; our ability to improve our manufacturing efficiency and quality; our dependence on outsourced service providers for certain key business services and their ability to execute to our requirements; our ability to maintain or improve gross margin; our overall cash tax costs, legislation that may impact our overall cash tax costs and our ability to maintain tax concessions in certain jurisdictions; our ability to protect our intellectual property and the unpredictability of any associated litigation expenses; any expenses or reputational damage associated with resolving customer product warranty and indemnification claims; cyclicalities in the semiconductor industry or in our target markets; our ability to sell to new types of customers and to keep pace with technological advances; market acceptance of the end products into which our products are designed; and other events and trends on a national, regional and global scale, including those of a political, economic, business, competitive and regulatory nature.

Our filings with the Securities and Exchange Commission (SEC), which you may obtain for free at the SEC 's website at <http://www.sec.gov>, discuss some of the important risk factors that may affect our business, results of operations and financial condition. We undertake no intent or obligation to publicly update or revise any of these forward looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal which Broadcom has made for an acquisition of Qualcomm and Broadcom 's intention to solicit proxies for the election of Broadcom nominees to the Qualcomm Board and certain other proposals at Qualcomm 's 2018 annual meeting of shareholders. Broadcom filed a definitive proxy statement with the SEC on January 5, 2018 in connection with the solicitation of proxies for Qualcomm 's 2018 annual meeting of shareholders and may file other proxy solicitation materials in connection therewith. Broadcom has also commenced mailing its definitive proxy statement to Qualcomm shareholders.

In addition, in furtherance of the acquisition proposal and subject to future developments, Broadcom (and, if a negotiated transaction is agreed, Qualcomm) may file one or more registration statements, proxy statements, tender offer statements or other documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, tender offer statement, prospectus or other document Broadcom and/or Qualcomm may file with the SEC in connection with the proposed transaction.

Investors and security holders of Broadcom and Qualcomm are urged to read the proxy statement(s), registration statement(s), tender offer statement(s), prospectus(es) and/or other documents filed with the SEC carefully in their entirety if and when they become available as they will contain important information about the proposed transaction and solicitation. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to shareholders of Broadcom and/or Qualcomm, as applicable. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Broadcom through the web site maintained by the SEC at <http://www.sec.gov>.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Participants in Solicitation

Broadcom, certain of its subsidiaries, its directors and executive officers, other members of management and employees and the nominees described above may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction, including with respect to Qualcomm 's 2018 annual meeting of shareholders. You can find information about Broadcom 's executive officers and directors in Broadcom 's definitive proxy statement filed with the SEC on February 20, 2018. Information about the Broadcom nominees is included in the definitive proxy statement that Broadcom has filed with the SEC. Additional information regarding the interests of such potential participants is included or will be included in one or more registration statements, proxy statements, tender offer statements or other documents filed or to be filed with the SEC if and when they become available. These documents (if and when available) may be obtained free of charge from the SEC 's website <http://www.sec.gov>.