

Hao Kenneth
Form 4
July 01, 2015

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

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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 *
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)
06/30/2015

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 (1) (2) | 06/30/2015 | | M | | 20,480,434 (4) (5) (6) | A | \$ 47.9 (4) (5) (6) | 20,480,434 | I | Held through SLP Argo I Ltd. (8) |
| Ordinary Shares, no par value (1) (2) | 06/30/2015 | | D(7) | | 6,982,455 (7) | D | \$ 47.9 (7) | 13,497,979 | I | Held through SLP Argo I Ltd. (8) |
| Ordinary Shares, no par value | 06/30/2015 | | M | | 397,665 (4) (5) (6) | A | \$ 47.9 (4) (5) | 397,665 | I | Held through SLP Argo |

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| | | | | | | | | | |
|---|------------|--|------------------|------------------------|---|------------------------|---------|---|--|
| <u>(1)</u> <u>(3)</u> Ordinary Shares, no par value <u>(1)</u> <u>(3)</u> | 06/30/2015 | | D ⁽⁷⁾ | 135,577 ⁽⁷⁾ | D | \$ 47.9 ⁽⁷⁾ | 262,088 | I | II Ltd. ⁽⁹⁾ Held through SLP Argo II Ltd. ⁽⁹⁾ |
| <u>(1)</u> Ordinary Shares, no par value <u>(1)</u> | | | | | | | 58,242 | I | See footnote ⁽¹⁰⁾ |
| <u>(1)</u> Ordinary Shares, no par value <u>(1)</u> | | | | | | | 3,285 | I | See footnote ⁽¹¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 Security (Instr. 3 and 4) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| 2.0% Convertible Senior Notes due 2021 ⁽¹⁾ ⁽²⁾ | \$ 47.9 ⁽⁶⁾ | 06/30/2015 | | M | 980,953,000 | ⁽⁴⁾ ⁽⁵⁾ | ⁽⁴⁾ ⁽⁵⁾ | Ordinary Shares, no par value | 20,4 ⁽⁴⁾ |
| 2.0% Convertible Senior Notes due 2021 ⁽¹⁾ ⁽³⁾ | \$ 47.9 ⁽⁶⁾ | 06/30/2015 | | M | 19,047,000 | ⁽⁴⁾ ⁽⁵⁾ | ⁽⁴⁾ ⁽⁵⁾ | Ordinary Shares, no par value | 397 ⁽⁵⁾ |

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

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

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

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

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

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

Signatures

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd. 07/01/2015
 **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. 07/01/2015
 **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. 07/01/2015
 **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. 07/01/2015
 **Signature of Reporting Person Date

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

07/01/2015

__Signature of Reporting Person

Date

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

07/01/2015

__Signature of Reporting Person

Date

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

07/01/2015

__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).

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 be deemed to be a director by deputization of Avago Technologies Limited (the "Issuer"). Mr. Hao is a director of the Issuer.

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.

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.

On May 6, 2014, the Issuer issued its 2.0% Convertible Senior Notes due 2021 (the "Convertible Notes") to Argo I and Argo II, which Convertible Notes were immediately exercisable. The Convertible Notes had a maturity date of August 15, 2021, subject to earlier redemption, repurchase or conversion in accordance with their terms. In accordance with the terms of the Indenture, dated as of May 6, 2014 (the "Indenture"), by and between the Issuer and U.S. Bank National Association, as trustee, the Issuer is satisfying its obligations with respect to the conversion of the Convertible Notes (the "Conversion Obligation") in part in cash and in part in Ordinary Shares, no par value of the Issuer ("Ordinary Shares").

(Continued from Footnote 4) On June 30, 2015, the Issuer became obligated to deliver (i) to Argo I, \$980,953,058.07 in cash and 13,497,979 Ordinary Shares, and (ii) to Argo II, \$19,047,000.60 in cash and 262,088 Ordinary Shares, pursuant to the terms of the Indenture.

Represents the approximate conversion price and the approximate number of Ordinary Shares underlying the Convertible Notes, in each case based on the conversion rates calculated pursuant to the Indenture and as adjusted pursuant to the anti-dilution provisions of the Indenture.

Represents the Issuer's payment of a portion of the Conversion Obligation in cash and the deemed price per Ordinary Share of such cash settlement portion as determined based on the conversion rates calculated pursuant to the Indenture.

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

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

These securities are held by Mr. Kenneth Y. Hao for the benefit of certain entities 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,

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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.

(11) 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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