

Broadcom Ltd
Form 4
March 03, 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 *
SAMUELI HENRY

(Last) (First) (Middle)

C/O AVAGO TECHNOLOGIES US INC., 1320 RIDDER PARK DRIVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Broadcom Ltd [AVGO]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

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)

Chief Technical Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares, no par value	03/01/2016		S		9,059 (1)	D	\$ 136.286 223,311 D
Ordinary Shares, no par value	03/01/2016 ⁽²⁾		A		11,588 (3)	A	\$ 0 234,899 ⁽⁴⁾ D

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Based Restricted Stock Units	\$ 0	03/01/2016 ⁽²⁾		A	11,588	<u>(5)</u>	<u>(6)</u>	Ordinary Shares, no par value	11,588

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMUELI HENRY C/O AVAGO TECHNOLOGIES US INC. 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131	X		Chief Technical Officer	

Signatures

/s/ Patricia McCall, Attorney-in-Fact for Henry Samueli 03/03/2016

__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).
- (1) Shares sold by the Reporting Person pursuant to mandatory sale provisions of the relevant Restricted Share Unit ("RSU") grant requiring the sale of sufficient shares to cover withholding taxes due upon vesting of RSUs.
- (2) Award approved on March 1, 2016 with an effective grant date of March 15, 2016 (the "Grant Date").
Grant of RSUs pursuant to the Broadcom Corporation 2012 Stock Incentive Plan (the "Broadcom Corporation Plan"). Upon vesting thereof, the Reporting Person is entitled to one (1) Ordinary Share for each one (1) RSU. The RSUs vest as to 25% of the shares subject thereto on each annual anniversary of March 15, 2016.
- (4) Includes 224,303 Restricted Share Units.
Share price performance RSU (the "Performance RSU") granted pursuant to the Broadcom Corporation Plan. The Performance RSU vests over four years, with the vesting period commencing on the Grant Date, with 25% vesting on each anniversary of the Grant Date.
- (5) However, no portion of the Performance RSU shall vest unless and until the average of the per share closing prices of the Company's ordinary shares (as reported on the stock exchange on which the shares are listed), over a twenty consecutive trading day period is equal to or greater than 120% of the fair market value of a Company's ordinary share on the Grant Date (the "Price Contingency").

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- In the event that the Price Contingency is not met on or prior to the earlier of the fourth anniversary of the Grant Date or the Reporting
- (6) Person's termination of services with the Issuer, all Performance RSUs subject to the award which have not previously vested shall immediately be forfeited.

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.