

Broadcom Ltd
Form 4
March 20, 2017

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 *
Ingram Bryan

(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)

03/15/2017

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)
SVP & GM, Wireless Semicon Div

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Shares, no par value | 03/15/2017 | | M | | 6,250 (1) \$ 0 (2) | D | 85,631 (3) |
| Ordinary Shares, no par value | 03/15/2017 | | M | | 2,500 (4) \$ 0 (2) | D | 88,131 (3) |
| Ordinary Shares, no par value | 03/16/2017 | | S | | 4,641 (5) \$ 222.435 | D | 83,490 (3) |
| Ordinary Shares, no par value | 03/17/2017 | | S | | 4,648 (5) \$ 222.074 | D | 78,842 (3) |

par value

Ordinary

Shares, no 03/17/2017

S⁽⁶⁾ 586 D \$ 223.52 78,256 ⁽³⁾ D

par value

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Based Restricted Stock Units | \$ 0 | 03/15/2017 | | M | 6,250 (1) | (1) 03/15/2019 | Ordinary Shares, no par value | 6,250 | |
| Performance Based Restricted Stock Units | \$ 0 | 03/15/2017 | | M | 2,500 (4) | (4) 03/15/2020 | Ordinary Shares, no par value | 2,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ingram Bryan C/O AVAGO TECHNOLOGIES US INC. 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131 | | | SVP & GM, Wireless Semicon Div | |

Signatures

/s/ Rebecca Boyden, Attorney-in-Fact for Bryan
Ingram

03/20/2017

__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).

Shares vested pursuant to a share price performance restricted share unit award (the "Performance RSU") granted pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan ("2009 Avago Plan") on March 15, 2015. The Performance RSU is scheduled to vest over four years, with 25% vesting on each anniversary of the date of grant, such that the Performance RSU will be fully vested on

- (1) March 15, 2019; provided, however, that no portion of the Performance RSU may vest unless the average of the closing prices of the Issuer'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 the Issuer's ordinary shares on the date of grant (the "Price Contingency"). On April 1, 2016, the Price Contingency was met, and on March 15, 2017, the second 25% of the Performance RSU vested.
- (2) Each Performance RSU represents the right to receive, at settlement, one ordinary share of the Issuer. This transaction represents the settlement of the Performance RSU in the Issuer's ordinary shares on the scheduled vesting date.
- (3) Includes 63,500 Restricted Share Units ("RSU").

- (4) Performance RSU granted pursuant to the 2009 Avago Plan on March 15, 2016. The Performance RSU is scheduled to vest over four years, with 25% vesting on each anniversary of the date of grant, such that the Performance RSU will be fully vested on March 15, 2020; provided, however, that no portion of the Performance RSU may vest unless the Price Contingency has been met. On January 5, 2017, the Price Contingency was met, and on March 15, 2017, the first 25% of the Performance RSU vested.

- (5) Shares sold by the Reporting Person pursuant to mandatory sale provisions of the relevant RSU grants, including the Performance RSU, requiring the sale of sufficient shares to cover withholding taxes due upon vesting of RSUs.
- (6) Transaction made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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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