

Avago Technologies LTD
Form 4
February 03, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCALL PATRICIA H

(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
Avago Technologies LTD [AVGO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Ordinary Shares, no par value	02/01/2016		D	41,407 (1)	D (2) (3) 0	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option(Right to Buy)	\$ 10.22	02/01/2016		D	15,000	<u>(4)</u>	06/04/2017	Ordinary Shares, no par value	15,000
Stock Option(Right to Buy)	\$ 10	02/01/2016		D	50,000	<u>(4)</u>	03/02/2019	Ordinary Shares, no par value	50,000
Stock Option(Right to Buy)	\$ 15	02/01/2016		D	50,000	<u>(4)</u>	08/04/2019	Ordinary Shares, no par value	50,000
Stock Option(Right to Buy)	\$ 35.31	02/01/2016		D	50,000	<u>(5)</u>	03/05/2019	Ordinary Shares, no par value	50,000
Stock Option(Right to Buy)	\$ 35.45	02/01/2016		D	18,000	<u>(6)</u>	03/11/2020	Ordinary Shares, no par value	18,000
Stock Option(Right to Buy)	\$ 10.22	02/01/2016		D	10,000	<u>(4)</u>	02/21/2018	Ordinary Shares, no par value	10,000
Stock Option (Right to Buy)	\$ 10.22	02/01/2016		D	10,000	<u>(4)</u>	02/21/2018	Ordinary Shares, no par value	10,000
Stock Option (Right to Buy)	\$ 62.02	02/01/2016		D	36,000	<u>(7)</u>	03/10/2021	Ordinary Shares, no par value	36,000
Performance Based Restricted Stock Unit	\$ 0	02/01/2016		D	7,000	<u>(8)</u>	<u>(9)</u>	Ordinary Shares, no par value	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCALL PATRICIA H C/O AVAGO TECHNOLOGIES US INC. 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131			VP & General Counsel	

Signatures

/s/ Patricia
McCall

02/03/2016

**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) Includes 30,583 Restricted Share Units.

Disposed of in connection with the transactions consummated on February 1, 2016 pursuant to the terms of an Agreement and Plan of Merger, dated as of May 28, 2015, by and among the Issuer, Broadcom Corporation ("Broadcom"), Pavonia Limited ("Holdco"), Safari Cayman L.P., Avago Technologies Cayman Holdings Ltd., Avago Technologies Cayman Finance Limited, Buffalo CS Merger Sub, Inc.

(2) ("CS Merger Sub") and Buffalo UT Merger Sub, Inc. ("UT Merger Sub," and, together with CS Merger Sub, the "Merger Subs"), pursuant to which (a) the Issuer was indirectly acquired by Holdco pursuant to the terms of a scheme of arrangement under Singapore law consummated in accordance with Section 210 of the Companies Act (Chapter 50) of Singapore, and (b) the Merger Subs merged with and into Broadcom, with Broadcom as the surviving corporation in such mergers (collectively, the "Transactions"). Continued in footnote (3).

As a result of the Transactions, (x) both the Issuer and Broadcom became indirect subsidiaries of Holdco, (y) all issued Ordinary Shares of the Issuer were exchanged on a one-for-one basis for newly issued ordinary shares of Holdco, and (z) each outstanding share option or restricted share unit issued by the Issuer has been converted into an option to purchase Holdco ordinary shares or a Holdco restricted share unit, respectively, covering the same number of Holdco ordinary shares as the number of Ordinary Shares of the Issuer that were subject to such share option or restricted share unit immediately prior to the Transactions and, in the case of Holdco share options, at the same per share exercise price of the related share option of the Issuer immediately prior to the Transactions. Holdco was subsequently renamed Broadcom Limited.

(3) The option is fully vested and exercisable.

(5) The option vests as to 50% of the shares subject thereto on each of March 6, 2015 and March 6, 2016.

Share price performance option (the "2013 Option") granted pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan (the "Avago Plan"). The 2013 Option vests over four years, with 25% vesting on each anniversary of the date of grant, such that the 2013 Option will be fully vested on March 12, 2017. The exercisability requirements of the 2013 Option have been met.

(7) Share price performance option (the "2014 Option") granted pursuant to the Avago Plan. The 2014 Option vests over four years, with 25% vesting on each anniversary of the date of grant, such that the 2014 Option will be fully vested on March 11, 2018. The exercisability requirements for the 2014 Option have been met.

(8) Share price performance RSU (the "Performance RSU") granted pursuant to the Avago Plan. The Performance RSU vests over four years, with 25% vesting on each anniversary of the date of grant. However, no portion of the Performance RSU shall vest unless and until the average of the 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 the Company's ordinary shares on the date of grant (the "Price Contingency").

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

(9) 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.

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