

Hao Kenneth
Form 4
March 03, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIDSON JAMES

(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)
03/01/2011

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)

See Footnotes 3,4,5,6,7,8,9

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)
Ordinary Shares, no par value	03/01/2011		M	50,000 A \$ 5	50,000	D ⁽¹⁾	
Ordinary Shares, no par value	03/01/2011		M	50,000 A \$ 5	50,000	D ⁽²⁾	
Ordinary Shares, no par value					33,953,962	I	Held through Bali Investments S.ar.l. and Silver Lake

Ordinary Shares, no par value	96,529	I	Partners II Cayman, L.P. (3) (4) (5) (8) (9)
			Held through Bali Investments S.ar.l. and Silver Lake Technology Investors II Cayman, L.P. (3) (4) (6) (8) (9)
Ordinary Shares, no par value	5,243,214	I	Held through Bali Investments S.ar.l. and Avago Investment Partners, Limited Partnership. (3) (4) (7) (8) (9)

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)

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)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5	03/01/2011		M		50,000		<u>(1)</u>	04/13/2011	Ordinary Shares	50,000
Stock Option	\$ 5	03/01/2011		M		50,000		<u>(2)</u>	04/13/2011	Ordinary Shares	50,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON JAMES C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			See Footnotes 3,4,5,6,7,8,9
Hao Kenneth C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			See Footnotes 3,4,5,6,7,8,9

Signatures

/s/ Karen M. King, Attorney-in-Fact for James A. Davison 03/03/2011

__Signature of Reporting Person

Date

/s/ Karen M. King, Attorney-in-Fact for Kenneth Y. Hao 03/03/2011

__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).

The exercised option was held solely by Mr. Davidson. The option vested with respect to 20% of the shares subject thereto on each anniversary of December 1, 2005, such that the option became fully vested and exercisable on December 1, 2010. Pursuant to Mr.

- (1) Davidson's arrangement with Silver Lake (as defined below) with respect to director compensation, upon the sale of the shares received from the exercise of such option, the proceeds from such sale are expected to be remitted to Silver Lake. Accordingly, Mr. Davidson disclaims beneficial ownership of such shares.

The exercised option was held solely by Mr. Hao. The option vested with respect to 20% of the shares subject thereto on each anniversary of December 1, 2005, such that the option became fully vested and exercisable on December 1, 2010. Pursuant to Mr. Hao's arrangement with Silver Lake with respect to director compensation, upon the sale of the shares received from the exercise of such option, the proceeds from such sale are expected to be remitted to Silver Lake. Accordingly, Mr. Hao disclaims beneficial ownership of such shares.

- (3) Bali Investments S.ar.l. ("Bali") holds 74,678,861 ordinary shares, or 30.5%, of Avago Technologies Limited ("Avago") based on 245,006,840 ordinary shares outstanding as of February 23, 2011. Bali, certain funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), certain funds affiliated with Silver Lake Partners ("Silver Lake"), Seletar Investments Pte Ltd and Geyser Investment Pte Ltd are parties to a shareholders agreement with respect to the ordinary shares of Avago, and solely as a result of which each such person is a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. Certain affiliates of Silver Lake collectively have the right under the shareholders agreement to designate a portion of the board of directors of Avago.

The shareholders of Bali include funds affiliated with KKR and funds affiliated with Silver Lake. Each such person is a member of a group with respect to the ordinary shares of Avago held by Bali. Each such person, other than Bali, disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

- (5) Silver Lake Partners II Cayman, L.P. ("Partners II"), as a shareholder of Bali, may be deemed to indirectly own 33,953,962 ordinary shares of Avago. As the sole general partner of Partners II, Silver Lake Technology Associates II Cayman, L.P. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners II. As the sole general partner of Silver Lake Technology Associates II Cayman, L.P., Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and

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dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners II. Silver Lake Technology Associates II Cayman, L.P. and Silver Lake (Offshore) AIV GP II, Ltd. disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.

- (6) Silver Lake Technology Investors II Cayman, L.P. ("Investors II"), as a shareholder of Bali, may be deemed to indirectly own 96,529 ordinary shares of Avago. As the sole general partner of Investors II, Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Investors II. Silver Lake (Offshore) AIV GP II, Ltd. disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.

- (7) Avago Investment Partners, Limited Partnership ("AIP"), as a shareholder of Bali, may be deemed to indirectly own 5,243,214 ordinary shares of Avago. As the sole general partner of AIP, Avago Investment G.P., Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by AIP. As a member of Avago Investment G.P., Limited, Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by AIP. Avago Investment G.P., Limited and Silver Lake (Offshore) AIV GP II, Ltd. disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.

- (8) Messrs. James A. Davidson and Kenneth Y. Hao, each of whom serves as a director of Avago, also serve as directors of Silver Lake (Offshore) AIV GP II, Ltd. and may be deemed to share voting and dispositive power with respect to any shares beneficially owned by Silver Lake (Offshore) AIV GP II, Ltd. but disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein.

- (9) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, either of the Reporting Persons is the beneficial owner of all such equity securities covered by this statement.

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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