

Broadcom 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARKS PETER J

(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)
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
☐ 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	02/01/2016		A		7,825 (1)	A (2) (3)	7,825 (1) (3)	D

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

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information contained in this form are not
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(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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 46.6	02/01/2016		A	23,474	(4) 12/09/2018	Ordinary Shares, no par value	23,474

Reporting Owners

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

Signatures

/s/ Patricia McCall, Attorney-in-Fact for Peter J. Marks 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 2,609 Restricted Stock Units.

(2) Acquired 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, Avago Technologies Limited ("Avago"), Broadcom Corporation ("Broadcom"), Safari Cayman L.P., Avago Technologies Cayman Holdings Ltd., Avago Technologies Cayman Finance Limited, Buffalo CS Merger Sub, Inc. ("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 indirectly acquired Avago 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).

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

(4) The option vests over 3 years, with 33.333% vesting on each of the first three anniversaries of December 10, 2013, so that the option will be vested in full on December 10, 2016, subject to the Reporting Person's continuing service on each vesting date.

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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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