

Broadcom Ltd
 Form 4
 February 03, 2016

FORM 4

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

OMB APPROVAL

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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)
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)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--|------------------------------|------------------|-----------------|--|-----------|-----|------------------|-----------------|-------------------------------|----------------------|
| Exchangeable Units <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | 02/01/2016 | A | | 53,649 | | <u>(2)</u> | <u>(2)</u> | Ordinary Shares, no par value | 53,649 |
| Exchangeable Units <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | 02/01/2016 | A | | 5,937,658 | | <u>(2)</u> | <u>(2)</u> | Ordinary Shares, no par value | 5,937,658 |
| Exchangeable Units <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | 02/01/2016 | A | | 399,918 | | <u>(2)</u> | <u>(2)</u> | Ordinary Shares, no par value | 399,918 |
| Exchangeable Units <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | 02/01/2016 | A | | 459,690 | | <u>(2)</u> | <u>(2)</u> | Ordinary Shares, no par value | 459,690 |
| Exchangeable Units <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | 02/01/2016 | A | | 2,722,869 | | <u>(2)</u> | <u>(2)</u> | Ordinary Shares, no par value | 2,722,869 |

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
 Date: 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) 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"), Broadcom Cayman L.P. (f/k/a Safari Cayman L.P.), Avago Technologies Cayman Holdings Ltd., Avago Technologies

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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 (the "Merger").

- Each Broadcom Cayman LP exchangeable unit is convertible, at the Reporting Person's election, at any time after the two year anniversary of the Merger, into ordinary shares of the Issuer or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of the Issuer's ordinary shares on NASDAQ for the trading day ending on the last business day prior to the date on which an exchange notice is delivered, at the sole discretion of the Issuer, as the general partner of Broadcom Cayman LP. This conversion right has no expiration date.
- (2) Directly held by HS Portfolio L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (3) Directly held by HS Management, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (4) Directly held by H&S Portfolio II L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (5) Directly held by H&S Investments I L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (6) Directly held by H&S Investments I L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.