

Broadcom Ltd
Form 8-K
April 06, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 6, 2017 (April 5, 2017)

Broadcom Limited

(Exact name of registrant as specified in its charter)

Singapore
(State or Other Jurisdiction
of Incorporation)

001-37690
(Commission
File Number)

98-1254807
(IRS Employer
Identification No.)

1 Yishun Avenue 7

Singapore 768923
(Address of Principal Executive Offices)

N/A
(Zip Code)

Registrant's telephone number, including area code: (65) 6755-7888

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 5, 2017, Broadcom Limited (the Company) held its 2017 Annual General Meeting (2017 AGM). Holders of the Company's ordinary shares and special preference shares, voting as a single class, voted on the following matters:

- (1) To elect nine members to the Company's board of directors (the Board);
- (2) To approve the re-appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm and independent Singapore auditor for the fiscal year ending October 29, 2017 and to authorize the Audit Committee of the Board to fix its remuneration for services provided through the Company's 2018 Annual General Meeting of Shareholders (the 2018 AGM);
- (3) To approve the general authorization for the directors of the Company to allot and issue ordinary shares of the Company, as set forth in the notice of, and proxy statement relating to, the Company's 2017 Annual General Meeting (together, the Notice and Proxy Statement);
- (4) Non-binding, advisory vote to approve the compensation of the Company's named executive officers, as disclosed in Compensation Discussion and Analysis and in the compensation table and accompanying narrative disclosure under Executive Compensation in the Proxy Statement;
- (5) Non-binding, advisory vote to recommend that a non-binding, advisory vote to approve the compensation of the Company's named executive officers be put to the shareholders for their consideration every: one; two; or three years, as set forth in the Notice and Proxy Statement.

For each of these proposals a quorum was present. The votes cast in connection with such matters were as follows:

(1) Election of Directors:

| Name | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|------------|---------|------------------|
| (a) Hock E. Tan | 352,432,589 | 1,537,878 | 355,486 | 22,486,027 |
| (b) James V. Diller | 349,886,738 | 4,046,608 | 392,607 | 22,486,027 |
| (c) Lewis C. Eggebrecht | 351,345,880 | 2,332,064 | 648,009 | 22,486,027 |
| (d) Kenneth Y. Hao | 352,259,467 | 1,673,663 | 392,823 | 22,486,027 |
| (e) Eddy Hartenstein | 334,224,135 | 19,376,145 | 725,673 | 22,486,027 |
| (f) Check Kian Low | 352,890,215 | 1,043,557 | 392,181 | 22,486,027 |
| (g) Donald Macleod | 350,735,023 | 2,944,918 | 646,012 | 22,486,027 |
| (h) Peter J. Marks | 353,021,527 | 655,987 | 648,439 | 22,486,027 |
| (i) Henry S. Samuelli | 347,513,861 | 6,456,314 | 355,778 | 22,486,027 |

(2) Re-appointment of PricewaterhouseCoopers LLP:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 374,465,475 | 1,933,104 | 413,401 | 0 |

(3) **Approval of General Authorization for Directors to Issue Shares:**

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 361,816,122 | 14,610,885 | 384,973 | 0 |

(4) **Non-binding Advisory Vote to Approve Named Executive Compensation (the Say on Pay Vote):**

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 310,098,089 | 43,773,036 | 454,828 | 22,486,027 |

(5) **Non-binding Advisory Vote to Recommend the Frequency of the Say on Pay Vote:**

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------------|------------------|------------------------|----------------|-------------------------|
| 331,596,070 | 177,672 | 22,165,472 | 386,606 | 22,486,160 |

Each of the director nominees was elected and each of proposals 2-4 was approved by the Company's shareholders, and the recommended frequency under proposal 5 is one year.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 6, 2017

Broadcom Limited

By: /s/ Thomas H. Krause, Jr.

Name: Thomas H. Krause, Jr.

Title: Vice President and Chief Financial
Officer