

Avago Technologies LTD
 Form 4
 February 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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
 Officer (give title below) _____ Other (specify below)

VP & General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares, no par value | 02/01/2016 | | D | | 41,407 <u>(1)</u> | D | <u>(2)</u> <u>(3)</u> |
| | | | | | 0 | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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

Edgar Filing: Avago Technologies LTD - Form 4

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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. ("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.
- 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.
- 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").
- (8) 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 Person's termination of services with the Issuer, all Performance RSUs subject to the award which have not previously vested shall immediately be forfeited.
- (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.

Edgar Filing: Avago Technologies LTD - Form 4

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.