

Hao Kenneth
Form 4
January 27, 2017

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 *
Silver Lake (Offshore) AIV GP IV, Ltd.

(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
Broadcom Ltd [AVGO]

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2017

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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares, no par value (1) (2) | 01/25/2017 | | S | 652,789 | D \$ 200.44 (3) | 2,896,854 | I Held through SLP Argo I Ltd. (4) |
| Ordinary Shares, no par value (1) (2) | 01/25/2017 | | S | 228,509 | D \$ 201.05 (5) | 2,668,345 | I Held through SLP Argo I Ltd. (4) |
| Ordinary Shares, no par value | 01/25/2017 | | S | 99,655 | D \$ 202.22 (6) | 2,568,690 | I Held through SLP Argo |

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| | | | | | | | | |
|---|------------|---|--------|---|----------------------|--------|---|--|
| <u>(1)</u> <u>(2)</u> | | | | | | | | I Ltd. <u>(4)</u> |
| Ordinary Shares, no par value <u>(1)</u> <u>(7)</u> | 01/25/2017 | S | 12,675 | D | \$ 200.44 <u>(3)</u> | 56,249 | I | Held through SLP Argo II Ltd. <u>(8)</u> |
| Ordinary Shares, no par value <u>(1)</u> <u>(7)</u> | 01/25/2017 | S | 4,437 | D | \$ 201.05 <u>(5)</u> | 51,812 | I | Held through SLP Argo II Ltd. <u>(8)</u> |
| Ordinary Shares, no par value <u>(1)</u> <u>(7)</u> | 01/25/2017 | S | 1,935 | D | \$ 202.22 <u>(6)</u> | 49,877 | I | Held through SLP Argo II Ltd. <u>(8)</u> |
| Ordinary Shares, no par value <u>(1)</u> | | | | | | 66,753 | I | See footnote <u>(9)</u> |
| Ordinary Shares, no par value <u>(1)</u> | | | | | | 18 | I | See footnote <u>(10)</u> |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Silver Lake (Offshore) AIV GP IV, Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Silver Lake Technology Associates IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Silver Lake Partners IV Cayman (AIV II), L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Silver Lake Technology Investors IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| SLP Argo I Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| SLP Argo II Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Hao Kenneth C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |

Signatures

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd.

01/27/2017

__Signature of Reporting Person

Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P.

01/27/2017

__Signature of Reporting Person

Date

By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P., General Partner of Silver Lake Partners IV Cayman (AIV II), L.P.

01/27/2017

__Signature of Reporting Person

Date

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| | |
|---|------------|
| By: /s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV Ltd., General Partner of Silver Lake Technology Associates IV Cayman, L.P., General Partner of Silver Lake Technology Investors IV Cayman, L.P. | 01/27/2017 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, General Counsel of SLP Argo I Ltd. | 01/27/2017 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, General Counsel of SLP Argo II Ltd. | 01/27/2017 |
| __Signature of Reporting Person | Date |
| By: /s/ Karen M. King, by Karen M. King, Attorney-in-fact for Kenneth Y. Hao | 01/27/2017 |
| __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) This Form 4 is filed on behalf of SLP Argo I Ltd. ("Argo I"), SLP Argo II Ltd. ("Argo II"), Silver Lake Partners IV Cayman (AIV II), L.P. ("AIV II"), Silver Lake Technology Investors IV Cayman, L.P. ("SLTI IV"), Silver Lake Technology Associates IV Cayman, L.P. ("SLTA IV Cayman"), Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP IV") and Mr. Kenneth Y. Hao. AIV II is the sole shareholder of Argo I. SLTI IV is the sole shareholder of Argo II. SLTA IV Cayman is the sole general partner of AIV II and SLTI IV, and AIV GP IV is the sole general partner of SLTA IV Cayman. Each of AIV GP IV, SLTA IV Cayman, SLTI IV, AIV II, Argo I and Argo II may be deemed to be a director by deputization of Broadcom Limited (the "Issuer"). Mr. Hao is a director of the Issuer.
- (2) AIV II, as the sole shareholder of Argo I, SLTA IV Cayman, as the sole general partner of AIV II, AIV GP IV, as the sole general partner of SLTA IV Cayman, and Mr. Hao, as a director of Argo I and AIV GP IV, may each be deemed to be the indirect beneficial owner of the securities directly owned by Argo I under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing, and each Reporting Person (except for Argo I) disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$199.88 to \$200.8703, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) These securities are directly held by Argo I. See footnote (2).
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$200.88 to \$201.87, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$201.88 to \$202.54, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) SLTI IV, as the sole shareholder of Argo II, SLTA IV Cayman, as the sole general partner of SLTI IV, AIV GP IV, as the sole general partner of SLTA IV Cayman, and Mr. Hao, as a director of Argo II and AIV GP IV, may each be deemed to be the indirect beneficial owner of the securities directly owned by Argo II under Rule 16a-1(a)(2) of the Exchange Act. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing, and each Reporting Person (except for Argo II) disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

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(8) These securities are directly held by Argo II. See footnote (7).

These securities are held by Mr. Hao for the benefit of certain entities affiliated with AIV GP IV ("Silver Lake"). Mr. Hao serves as a director of the Issuer. Pursuant to Mr. Hao's arrangement with Silver Lake with respect to director compensation, upon the sale of

(9) these securities, the proceeds from such sale(s) are expected to be remitted to Silver Lake and/or its limited partners. Mr. Hao, through his role at Silver Lake and its affiliates, may be deemed to have an indirect interest in these securities. Mr. Hao is a director of AIV GP IV.

(10) These securities are held by Mr. Hao's family limited partnership.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be

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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