

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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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 *
Kawwas Charlie B

(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
X Officer (give title below) ___ Other (specify below)
SVP & Chief Sales Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | A | | 71,800 (1) | A | (2) (3) |
| | | | | | 71,800 | (1) | D |

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

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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 Security (Instr. 3 and 4) | Amount of Underlying Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|-----------------|-------------------------------|-----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Shares |
| Stock Option (Right to Buy) | \$ 62.63 | 02/01/2016 | | A | | 8,494 | | (4) | 03/01/2021 | Ordinary Shares, no par value | 8,494 |
| Stock Option (Right to Buy) | \$ 71.86 | 02/01/2016 | | A | | 100,000 | | (5) | 06/09/2021 | Ordinary Shares, no par value | 100,000 |
| Stock Option (Right to Buy) | \$ 48.18 | 02/01/2016 | | A | | 3,879 | | (6) | 03/01/2019 | Ordinary Shares, no par value | 3,879 |
| Stock Option (Right to Buy) | \$ 38.92 | 02/01/2016 | | A | | 7,337 | | (7) | 03/01/2020 | Ordinary Shares, no par value | 7,337 |
| Performance Based Restricted Stock Unit | \$ 0 | 02/01/2016 | | A | | 15,000 | | (8) | (9) | Ordinary Shares, no par value | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kawwas Charlie B C/O AVAGO TECHNOLOGIES US INC. 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131 | | | SVP & Chief Sales Officer | |

Signatures

/s/ Patricia McCall, Attorney-in-Fact for Charlie B Kawwas

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 66,742 Restricted Share Units.

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 4 years, with one-fourth vesting on March 1 of each of 2015, 2016, 2017, 2018, subject to the Reporting Person's continuing service on each vesting date.

Share price performance option (the "Option") granted pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan.

(5) The Option vests over four years, with 25% vesting on each anniversary of the date of grant, such that the Option will be fully vested on June 10, 2018. The exercisability requirements of the Option have been met.

(6) The option vests over 2 years, with 50% vesting on March 1, 2015 and 50% vesting on March 1, 2016, subject to the Reporting Person's continuing service on each vesting date.

(7) The option vests over 3 years, with one-third vesting on March 1 of each of 2015, 2016, 2017, subject to the Reporting Person's continuing service on each vesting date.

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)

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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