

Hao Kenneth
Form 3
August 05, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DAVIDSON JAMES</p> <p>(Last) (First) (Middle)</p> <p>C/O SILVER LAKE PARTNERS,Â 2775 SAND HILL ROAD, SUITE 100</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/05/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Avago Technologies LTD [AVGO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary Shares, no par value | 78,510,144 | I | Held through Bali Investments S.? r.l. and Silver Lake Partners II Cayman, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u> <u>(10)</u> |
| Ordinary Shares, no par value | 223,194 | I | Held through Bali Investments S.? r.l. and Silver Lake Technology Investors II Cayman, L.P. <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u> <u>(10)</u> |
| Ordinary Shares, no par value | 12,123,637 | I | Held through Bali Investments S.? r.l. and Avago Investment Partners, Limited Partnership <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(10)</u> |

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

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Options (right to buy) <u>(7)</u> <u>(10)</u> | Â <u>(7)</u> | 04/13/2011 | Ordinary Shares | 50,000 | \$ 5 | D | Â |
| Stock Options (right to buy) <u>(8)</u> <u>(10)</u> | Â <u>(8)</u> | 04/13/2011 | Ordinary Shares | 50,000 | \$ 5 | D | Â |
| Stock Options (right to buy) <u>(9)</u> <u>(10)</u> | Â <u>(9)</u> | 04/13/2011 | Ordinary Shares | 50,000 | \$ 5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIDSON JAMES C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| SILVER LAKE OFFSHORE AIV GP II LTD C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SILVER LAKE TECHNOLOGY ASSOCIATES II CAYMAN LP C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SILVER LAKE PARTNERS II CAYMAN LP C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SILVER LAKE TECHNOLOGY INVESTORS II CAYMAN LP C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 | Â | Â X | Â | Â |

MENLO PARK, CA 94025

Hao Kenneth
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X X X X

JOYCE JOHN R
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X X X X

Signatures

See signatures of Reporting Persons attached as Exhibit 99.1

08/05/2009

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Bali Investments S.? r.l. ("Bali") holds 172,676,402 of the ordinary shares of Avago Technologies Limited ("Avago"). The shareholders of Bali include overseas investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") and funds affiliated with Silver Lake Partners ("Silver Lake"). Each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago held by Bali. However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
 - (2) Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geysler Investment Pte Ltd are parties to a shareholders agreement with respect to the ordinary shares of Avago, and solely as a result of which each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Certain affiliates of Silver Lake collectively have the right under the shareholders agreement to nominate up to three directors of Avago.
 - (3) Silver Lake Partners II Cayman, L.P. ("Partners II"), as a shareholder of Bali, may be deemed to indirectly own 78,510,144 ordinary shares of Avago. As the sole general partner of Partners II, Silver Lake Technology Associates II Cayman, L.P. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners II. As the sole general partner of Silver Lake Technology Associates II Cayman, L.P., Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners II. Silver Lake Technology Associates II Cayman, L.P. and Silver Lake (Offshore) AIV GP II, Ltd. disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.
 - (4) Silver Lake Technology Investors II Cayman, L.P. ("Investors II"), as a shareholder of Bali, may be deemed to indirectly own 223,194 ordinary shares of Avago. As the sole general partner of Investors II, Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Investors II. Silver Lake (Offshore) AIV GP II, Ltd. disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.
 - (5) Avago Investment Partners, Limited Partnership ("AIP"), as a shareholder of Bali, may be deemed to indirectly own 12,123,637 ordinary shares of Avago. As the sole general partner of AIP, Avago Investment G.P., Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by AIP. As a member of Avago Investment G.P., Limited, Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by AIP. Avago Investment G.P., Limited and Silver Lake (Offshore) AIV GP II, Ltd. disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.
 - (6) Messrs. James A. Davidson, Kenneth Y. Hao and John R. Joyce, each of whom serves as a director of Avago, also serve as directors of Silver Lake (Offshore) AIV GP II, Ltd. and may be deemed to share voting and dispositive power with respect to any shares beneficially owned by Silver Lake (Offshore) AIV GP II, Ltd. but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (7) The options reported are held solely by Mr. Davidson. Options vest with respect to 20% of the shares subject thereto on each anniversary of December 1, 2005, such that the option will be fully vested and exercisable on December 1, 2010.

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- (8) The options reported are held solely by Mr. Hao. Options vest with respect to 20% of the shares subject thereto on each anniversary of December 1, 2005, such that the option will be fully vested and exercisable on December 1, 2010.
- (9) The options reported are held solely by Mr. Joyce. Options vest with respect to 20% of the shares subject thereto on each anniversary of December 1, 2005, such that the option will be fully vested and exercisable on December 1, 2010.
- (10) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of the Reporting Persons is the beneficial owner of all such equity securities covered by this statement.

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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