

Avago Technologies LTD
Form S-8
December 29, 2014

As filed with the Securities and Exchange Commission on December 29, 2014

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AVAGO TECHNOLOGIES LIMITED
(Exact Name of Registrant as Specified in Its Charter)

Singapore
(State or Other Jurisdiction of
Incorporation or Organization)

1 Yishun Avenue 7

98-0682363
(I.R.S. Employer
Identification Number)

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Singapore 768923

(65) 6755-7888

(Address, including zip code of registrant's principal executive offices)

Avago Technologies Limited 2009 Equity Incentive Award Plan

(Full Title of the Plan)

Corporation Service Company

1090 Vermont Avenue NW

Washington, D.C. 20005

Tel: (800) 222-2122

(Name and address of agent for service, including telephone number of agent for service)

Copy To:

Anthony J. Richmond

Latham & Watkins LLP

140 Scott Drive

Menlo Park, California 94025

Telephone: (650) 328-4600

Facsimile: (650) 463-2600

Patricia H. McCall

Rebecca Boyden

c/o Avago Technologies U.S. Inc.

350 W. Trimble Road, Building 90

San Jose, California, 95131

(408) 435-7400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer
 Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed	
			Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, No Par Value	6,000,000 (2)	\$100.80 (3)	\$604,800,000	\$70,278

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional ordinary shares, no par value (Ordinary Shares), of the Registrant that will become issuable under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the 2009 Plan) by reason of any share dividend, share split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding Ordinary Shares.
- (2) Represents 6,000,000 Ordinary Shares issuable under the 2009 Plan.
- (3) This estimate is made pursuant to Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$100.80, which is the average of the high and low prices for the Registrant's Ordinary Shares as reported on The Nasdaq Global Select Market on December 22, 2014.

**Proposed sale to take place as soon after the registration statement is
 declared effective as awards under the plans are granted, exercised and/or vest.**

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of the Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the SEC) on September 4, 2009, File No. 333-161746 (the Original 2009 Plan Registration Statement), Avago Technologies Limited (the Registrant, we, us or our) registered 20,000,000 ordinary shares, no par value (the Ordinary Shares) issuable under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the 2009 Plan). The Original 2009 Plan Registration Statement also registered an aggregate of 20,790,281 Ordinary Shares issuable under the Equity Incentive Plan for Executive Employees of Avago Technologies Limited and Subsidiaries, as amended to date (the Executive Plan) and the Equity Incentive Plan for Senior Management Employees of Avago Technologies Limited and Subsidiaries, as amended to date (the Senior Management Plan, and together with the Executive Plan, the Prior Plans), which shares become available for issuance under the 2009 Plan to the extent awards under the Prior Plans are forfeited or lapsed unexercised and the underlying Ordinary Shares are not issued under the Prior Plans. The Original 2009 Plan Registration Statement is currently effective.

By a registration statement on Form S-8 filed with the SEC on September 27, 2012, File No. 333-184132 (the First Supplemental 2009 Plan Registration Statement), the Registrant registered an additional 12,000,000 Ordinary Shares issuable under the 2009 Plan. The First Supplemental 2009 Plan Registration Statement is currently effective.

By a registration statement on Form S-8 filed with the SEC on December 20, 2013, File No. 333-193010 (the Second Supplemental 2009 Plan Registration Statement), the Registrant registered an additional 6,000,000 Ordinary Shares issuable under the 2009 Plan. The Second Supplemental 2009 Plan Registration Statement is currently effective.

The Registrant is hereby registering an additional 6,000,000 Ordinary Shares under the 2009 Plan, which are currently available for issuance under the 2009 Plan due to an automatic annual increase provision in the 2009 Plan.

Pursuant to Instruction E of Form S-8, the contents of the Original 2009 Plan Registration Statement, the First Supplemental 2009 Plan Registration Statement and the Second Supplemental 2009 Plan Registration Statement are incorporated by reference in this registration statement on Form S-8.

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

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- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended November 2, 2014, filed by the Registrant with the SEC on December 29, 2014.
- (b) The current reports on Form 8-K filed by the Registrant with the SEC on November 18, 2014 and December 11, 2014.
- (c) The description of the Registrant's Ordinary Shares contained in the Registrant's registration statement on Form 8-A (Registration No. 001-34428), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), on August 3, 2009.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement which indicates that all of the Ordinary Shares offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to shareholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K that is deemed to be furnished and not filed under such provisions. For the purposes of this registration statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits

See Index to Exhibits herein.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 29th day of December 2014.

AVAGO TECHNOLOGIES LIMITED

By: /s/ Hock E. Tan
Hock E. Tan
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Hock E. Tan, Anthony E. Maslowski and Patricia H. McCall, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Hock E. Tan	President and Chief Executive Officer and Director	December 29, 2014
Hock E. Tan	(Principal Executive Officer)	
/s/ Anthony E. Maslowski	Chief Financial Officer	December 29, 2014
Anthony E. Maslowski	(Principal Financial Officer and Principal Accounting Officer)	
/s/ James V. Diller	Chairman of the Board of Directors	December 29, 2014
James V. Diller		
/s/ John T. Dickson	Director	December 29, 2014
John T. Dickson		
/s/ Lewis C. Eggebrecht	Director	December 29, 2014

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Lewis C. Eggebrecht		
/s/ Bruce Guilmart	Director	December 29, 2014
Bruno Guilmart		
/s/ Kenneth Y. Hao	Director	December 29, 2014
Kenneth Y. Hao		
/s/ Justine F. Lien	Director	December 29, 2014
Justine F. Lien		
/s/ Donald Macleod	Director	December 29, 2014
Donald Macleod		
/s/ Peter J. Marks	Director	December 29, 2014
Peter J. Marks		
/s/ Anthony E. Maslowski	Authorized Representative in the United States	December 29, 2014
Anthony E. Maslowski		

INDEX TO EXHIBITS

EXHIBIT

- 4.1 Form of Avago Technologies Limited Specimen Share Certificate (incorporated by reference from Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended, filed with the SEC on July 14, 2009 (File No. 333-153127)).
- 4.2 Avago Technologies Limited 2009 Equity Incentive Award Plan (incorporated by reference from Exhibit 10.18 to the Registrant's Registration Statement on Form S-1, as amended, filed with the SEC on July 27, 2009 (File No. 333-153127)).
- 5.1 Opinion of WongPartnership LLP.
- 23.1 Consent of WongPartnership LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 24.1 Power of Attorney (included in the signature page to this registration statement).