

Avago Technologies LTD
Form 8-K
June 02, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): June 2, 2011 (May 31, 2011)**

Avago Technologies Limited
(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction
of incorporation)

001-34428
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

1 Yishun Avenue 7
Singapore 768923
(Address of principal executive offices)

N/A
(Zip Code)

Registrant's telephone number, including area code: **(65) 6755-7888**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On May 31, 2011, Avago Technologies Limited (the Company) and certain shareholders of the Company (the Selling Shareholders) entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc., Barclays Capital Inc. and Citigroup Global Markets Inc. (the Underwriters) relating to the public offering and sale (the Offering) by the Selling Shareholders of 25,000,000 shares of the Company s ordinary shares, no par value. Pursuant to the Underwriting Agreement, the Underwriters have agreed to purchase such ordinary shares from Selling Shareholders at a price of \$33.61 per share. The Company will receive no proceeds from the Offering. The ordinary shares are listed on The NASDAQ Global Select Market. The Selling Shareholders also granted the Underwriters a 30-day option to purchase up to an additional 3,750,000 ordinary shares to cover over-allotments, if any.

The Offering is being made pursuant to the Company s effective shelf registration statement on Form S-3 (Registration No. 333-168621) previously filed with the Securities and Exchange Commission (the SEC). The Company has filed a final prospectus supplement, dated May 31, 2011, relating to the issuance and sale of the ordinary shares with the SEC.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

- | | |
|------|----------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated May 31, 2011 |
| 5.1 | Opinion of WongPartnership LLP regarding validity of ordinary shares |
| 8.1 | Opinion of WongPartnership LLP regarding tax matters |
| 8.2 | Opinion of Latham & Watkins LLP regarding tax matters |
| 23.1 | Consent of WongPartnership LLP (contained in Exhibits 5.1 and 8.1) |
| 23.2 | Consent of Latham & Watkins LLP (contained in Exhibit 8.2) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 2, 2011

Avago Technologies Limited

By: /s/ Douglas R. Bettinger

Name: Douglas R. Bettinger

Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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