

Hao Kenneth
Form 4
August 20, 2010

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 II 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
Avago Technologies LTD [AVGO]

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--|
| | | | | (A) or (D) | Price | | | |
| Ordinary Shares, no par value | 08/18/2010 | | S | 5,393,072 | D \$ 20.4 | 52,694,062 | I | Held through Bali Investments S.ar.l. and Silver Lake Partners II Cayman, L.P. (1) (2) (3) (7) (8) |
| Ordinary Shares, | 08/18/2010 | | J(6) | 95,000 | D \$ 0 | 52,599,062 | I | Held through Bali |

no par
value

Investments
S.r.l. and
Silver Lake
Partners II
Cayman,
L.P. (1) (2) (3)
(7) (8)

Ordinary
Shares,
no par
value

08/18/2010

S 15,601 D \$ 20.4 149,535 I

Held
through Bali
Investments
S.r.l. and
Silver Lake
Technology
Investors II
Cayman,
L.P. (1) (2) (4)
(7) (8)

Ordinary
Shares,
no par
value

08/18/2010

S 847,475 D \$ 20.4 8,122,413 I

Held
through Bali
Investments
S.r.l. and
Avago
Investment
Partners,
Limited
Partnership
(1) (2) (5) (7)
(8)

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

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(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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | | | | |

Number
of
Shares

Reporting Owners

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

| | |
|--|------------|
| Silver Lake (Offshore) AIV GP II, Ltd., /s/ Karen King, Attorney-in-fact for Kenneth Y. Hao, Director | 08/20/2010 |
| __Signature of Reporting Person | Date |
| Silver Lake Technology Associates II Cayman, L.P., By: Silver Lake (Offshore) AIV GP II, Ltd., Its: General Partner, /s/ Karen King, Attorney-in-fact for Kenneth Y. Hao, Director | 08/20/2010 |
| __Signature of Reporting Person | Date |
| See Remarks | 08/20/2010 |
| __Signature of Reporting Person | Date |
| Silver Lake Technology Investors II Cayman, L.P., By: Silver Lake (Offshore) AIV GP II, Ltd., Its: General Partner, /s/ Karen King, Attorney-in-fact for Kenneth Y. Hao, Director | 08/20/2010 |

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__Signature of Reporting Person

Date

/s/ Karen King, Attorney-in-fact for James A. Davidson

08/20/2010

__Signature of Reporting Person

Date

/s/ Karen King, Attorney-in-fact for Kenneth Y. Hao

08/20/2010

__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) Bali Investments S.ar.l. ("Bali") holds 115,687,178 ordinary shares, or 48.3%, of Avago Technologies Limited ("Avago") based on 239,322,834 ordinary shares outstanding as of August 18, 2010. Bali, certain funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), certain funds affiliated with Silver Lake Partners ("Silver Lake"), Seletar Investments Pte Ltd and Geyser 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 is a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. Certain affiliates of Silver Lake collectively have the right under the shareholders agreement to nominate up to three directors of Avago.

(2) The shareholders of Bali include funds affiliated with KKR and funds affiliated with Silver Lake. Each such person is a member of a group with respect to the ordinary shares of Avago held by Bali. Each such person, other than Bali, disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

(3) Silver Lake Partners II Cayman, L.P. ("Partners II"), as a shareholder of Bali, may be deemed to indirectly own 52,599,062 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 149,535 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 8,122,413 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) 95,000 ordinary shares of Avago were distributed by Bali through Partners II and Silver Lake Technology Associates II Cayman, L.P., the general partner of Partners II, as a payment-in-kind distribution to certain partners of Silver Lake Technology Associates II Cayman, L.P. for the sole purpose of charitable giving.

(7) Messrs. James A. Davidson and Kenneth Y. Hao, 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 their pecuniary interest therein.

(8) 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.

Remarks:

Silver Lake Partners II Cayman, L.P., By: Silver Lake Technology Associates II Cayman, L.P., Its: General Partner, By: Silver Lake (Offshore) AIV GP II, Ltd., Its: General Partner, /s/ Karen King, Attorney-in-fact for Kenneth Y. Hao, Director

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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