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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): November 2, 2016**

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**Broadcom Limited**  
**Broadcom Cayman L.P.**  
(Exact name of registrant as specified in its charter)

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**Singapore**  
**Cayman Islands**  
(State or other jurisdiction  
of incorporation)

**001-37690**  
**333-205938-01**  
(Commission  
File Number)

**98-1254807**  
**98-1254815**  
(IRS Employer  
Identification No.)

**Broadcom Limited**  
**1 Yishun Avenue 7**  
**Singapore 768923**

**Broadcom Cayman L.P.**  
**c/o Broadcom Limited**  
**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**

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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 1.01. Entry into a Material Definitive Agreement.**

### ***Merger Agreement***

On November 2, 2016, Broadcom Limited, a limited company organized under the laws of the Republic of Singapore (“Broadcom”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among Broadcom, Broadcom Corporation, a California corporation and an indirect subsidiary of Broadcom (“Parent”), Brocade Communications Systems, Inc., a Delaware corporation (“Brocade”), and Bobcat Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Parent (“Merger Sub”). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger Sub will merge with and into Brocade (the “Merger”), with Brocade as the surviving corporation. As a result of the Merger, Brocade will become an indirect subsidiary of Broadcom.

Under the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of Brocade common stock (other than shares (i) owned directly by Broadcom, Parent, Merger Sub or any other direct or indirect subsidiary of Broadcom, (ii) held in treasury of Brocade or by a subsidiary of Brocade and (iii) held by Brocade stockholders who perfect their appraisal rights with respect to the Merger) will be converted into the right to receive \$12.75 in cash, without interest.

Under the Merger Agreement, Broadcom will assume certain vested (to the extent not in-the-money) and all unvested Brocade stock options, restricted stock units and performance stock units held by continuing employees and service providers. All vested in-the-money Brocade stock options, after giving effect to any acceleration, and all other restricted stock units and performance stock units will be cashed out at the effective time of the Merger.

Brocade has made customary representations, warranties and covenants in the Merger Agreement, including, without limitation, covenants not to solicit alternative transactions or, subject to certain exceptions, not to enter into discussions concerning, or provide confidential information in connection with, an alternative transaction. Each of Broadcom, Parent and Merger Sub (collectively, the “Broadcom Parties”) also has made customary representations, warranties and covenants in the Merger Agreement.

Consummation of the Merger is subject to the satisfaction or waiver of customary closing conditions, including adoption of the Merger Agreement by Brocade stockholders, the expiration or termination of the waiting period under the United States Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the receipt of regulatory clearance under certain other laws.

Consummation of the Merger is also subject to other customary closing conditions, including (i) the absence of any injunction, order or law prohibiting or preventing the consummation of the Merger or any law making the consummation of the Merger illegal, (ii) there being no event that has or would reasonably be expected to have a material adverse effect on Brocade and its subsidiaries that is continuing, (iii) subject to certain exceptions, the accuracy of the Broadcom Parties’ and Brocade’s respective representations and warranties in the Merger Agreement, (iv) performance by the Broadcom Parties and Brocade of their respective obligations under the Merger Agreement and (v) the absence of certain pending governmental litigation with respect to the transactions contemplated by the Merger Agreement.

Under the Merger Agreement, Brocade has agreed to cooperate with Broadcom to facilitate the sale, disposition or other transfer of its IP Networking business, including its recently acquired Ruckus Wireless business. The consummation of the Merger is not conditioned on the divestiture of Brocade’s IP Networking business.

The Merger Agreement contains certain termination rights for Parent and Brocade, and further provides that, upon termination of the Merger Agreement under certain specified circumstances, Brocade will be obligated to pay Parent a termination fee of \$195 million.

The foregoing description of the Merger Agreement and the transactions contemplated by the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, the full text of which will be filed as an amendment to this Current Report on Form 8-K. The Merger Agreement and this summary are not intended to modify or supplement any factual disclosures about Broadcom or Brocade or their respective subsidiaries, affiliates, businesses or equityholders, and should not be relied upon as disclosure about Broadcom or Brocade without consideration of the periodic and current reports and statements that Broadcom or Brocade file with the United States Securities and Exchange Commission (“SEC”). The terms and conditions of the Merger Agreement govern the contractual rights and relationships, and allocate risks, among the parties in relation to the transactions contemplated by the Merger Agreement. In particular, the representations and warranties made by the parties to each other in the Merger Agreement reflect negotiations between, and are solely for the benefit of, the parties thereto and may be limited or modified by a variety of factors, including: subsequent events, information included in public filings, disclosures made during negotiations, correspondence between the parties and disclosure schedules to the Merger Agreement. Accordingly, the representations and warranties may not describe the actual state of affairs at the date they were made or at any other time and you should not rely on them as statements of fact.

#### **Item 7.01 Regulation FD Disclosure.**

On November 2, 2016, Broadcom issued a press release updating certain financial guidance information. The full text of the press release is attached as Exhibit 99.1 to this report and is hereby incorporated by reference into this Item 7.01.

On November 2, 2016, Broadcom and Brocade issued a joint press release relating to the execution of the Merger Agreement. The full text of the press release is attached as Exhibit 99.2 to this report and is hereby incorporated by reference into this Item 7.01.

On November 2, 2016, Broadcom provided an investor presentation to be used in connection with a conference call with analysts and investors to discuss the acquisition transaction contemplated by the Merger Agreement. The full text of the investor presentation is attached as Exhibit 99.3 to this report and is hereby incorporated by reference into this Item 7.01.

The information in this Item 7.01, including the Exhibits referred to herein, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

#### **Cautionary Note Regarding Forward-Looking Statements**

This Current Report contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning Broadcom and its proposed acquisition (the “Acquisition”) of Brocade and related matters. These statements include, but are not limited to, statements that address Broadcom’s expected future business and financial performance and statements about (i) the timing, completion and expected benefits of the Acquisition, (ii) plans, objectives and intentions with respect to future operations and products, (iii) competitive position and opportunities, (iv) the impact of the Acquisition on the market for Broadcom products, (v) other information relating to the Acquisition and (vi) other statements identified by words such as “will”, “expect”, “intends”, “believe”, “anticipate”, “estimate”, “should”, “intend”, “plan”, “potential”, “predict” “project”, “aim”, and similar words, phrases or expressions. These forward-looking statements are based on current expectations and beliefs of the management of Broadcom and Brocade, as well as assumptions made by, and information currently available to, such management, current market trends and market conditions and involve risks and uncertainties, many of which are outside the companies’ and management’s control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Particular uncertainties that could materially affect future results include any risks associated with the Acquisition such as: (1) the risk that the conditions to the closing of the transaction are not satisfied, including the risk that required approvals from the stockholders of Brocade for the transaction or required regulatory approvals are not obtained; (2) litigation relating to the transaction; (3) uncertainties as to the timing of the consummation of the transaction and the ability of each party to consummate the transaction; (4) risks that the transaction disrupts the current plans and operations of Brocade and Broadcom; (5) the ability of Brocade and Broadcom to retain and hire key personnel; (6) competitive responses to the transaction; (7) unexpected costs, charges or expenses resulting from the transaction; (8) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; (9) the ability to divest Brocade's IP Networking business; (10) Broadcom's ability to achieve the growth prospects and synergies expected from the transaction, as well as delays, challenges and expenses associated with integrating Brocade into Broadcom's existing businesses and the indebtedness planned to be incurred in connection with the transaction; and (11) legislative, regulatory and economic developments.

The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with Broadcom's and Brocade's filings with the SEC, which you may obtain for free at the SEC's website at <http://www.sec.gov>, and which discuss additional important risk factors that may affect their respective businesses, results of operations and financial conditions. Broadcom and Brocade undertake no intent or obligation to publicly update or revise any of these forward looking statements, whether as a result of new information, future events or otherwise, except as required by law.

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1+	Agreement and Plan of Merger, dated November 2, 2016, by and among Brocade Communications Systems, Inc., Broadcom Limited, Broadcom Corporation and Bobcat Merger Sub, Inc.
99.1	Press release of Broadcom Limited, dated November 2, 2016
99.2	Joint press release of Broadcom Limited and Brocade Communications Systems, Inc., dated November 2, 2016
99.3	Investor Presentation of Broadcom Limited, dated November 2, 2016
+	To be filed by Amendment.

**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, hereunto duly authorized.

Date: November 2, 2016

**Broadcom Limited**

By: /s/ Thomas H. Krause \_\_\_\_\_

Name: Thomas H. Krause

Title: Chief Financial Officer

**Broadcom Cayman L.P., by its general partner Broadcom Limited**

By: /s/ Thomas H. Krause \_\_\_\_\_

Name: Thomas H. Krause

Title: Chief Financial Officer

## EXHIBIT INDEX

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**Broadcom Limited Affirms Fourth Quarter Fiscal Year 2016 Guidance and Tightens Revenue to Upper End of Range. Broadcom Limited to Announce Fourth Quarter and Fiscal Year 2016 Financial Results on Thursday, December 8, 2016**

**SAN JOSE, Calif., and SINGAPORE – November 2, 2016** – Broadcom Limited (Nasdaq: [AVGO](#)), a leading semiconductor device supplier to the wired, wireless, enterprise storage, and industrial end markets, today affirmed its fourth quarter fiscal year 2016 non-GAAP guidance originally provided on September 1, 2016, and tightened revenue outlook based on current business trends and conditions.

Non-GAAP net revenue for the fourth quarter of fiscal year 2016 is now expected to be between \$4,100 million to \$4,175 million, compared to the previously provided range of \$4,025 million to \$4,175 million. GAAP net revenue for the fourth quarter fiscal year 2016 is expected to be between \$4,090 to \$4,165 million, compared to the prior range of \$4,015 million to \$4,165 million. Projected non-GAAP net revenue includes \$10 million of projected licensing revenue not included in GAAP revenue, as a result of the effects of purchase accounting for acquisitions.

Broadcom Limited also announced it will report its fourth quarter and fiscal year 2016 financial results and business outlook on Thursday, December 8, 2016 after the close of the market. Broadcom's management will host a conference call at 2:00 p.m. Pacific Time on the same day to discuss these results and business outlook.

The conference call can be accessed live online in the Investors section of the Broadcom website at [www.broadcom.com](http://www.broadcom.com), or by telephone as follows:

Dial-in: (866) 310-8712; International +1 (720) 634-2946

Participant Passcode: 12782522

A replay of the conference call will be accessible for one week following the call as follows:

Replay: (855) 859-2056; International (404) 537-3406; Passcode: 12782522; or through the Investors section of the Broadcom website at [www.broadcom.com](http://www.broadcom.com).

**About Broadcom Limited**

Broadcom Limited (NASDAQ: AVGO) is a leading designer, developer and global supplier of a broad range of analog and digital semiconductor connectivity solutions. Broadcom Limited's extensive product portfolio serves four primary end markets: wired infrastructure, wireless communications, enterprise storage and industrial & other. Applications for our products in these end markets include: data center networking, home connectivity, broadband access, telecommunications equipment, smartphones and base stations, data center servers and storage, factory automation, power generation and alternative energy systems, and displays.

## Cautionary Note Regarding Forward-Looking Statements

This announcement contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning Broadcom. These statements include, but are not limited to, statements that address our expected future business and financial performance and statements about (i) our plans, objectives and intentions with respect to future operations and products, (ii) our competitive position and opportunities, (iii) the impact of the transaction on the market for our products, (iv) other statements identified by words such as “will”, “expect”, “intends”, “believe”, “anticipate”, “estimate”, “should”, “intend”, “plan”, “potential”, “predict” “project”, “aim”, and similar words, phrases or expressions. These forward-looking statements are based on current expectations and beliefs of the management of Broadcom, as well as assumptions made by, and information currently available to, such management, current market trends and market conditions and involve risks and uncertainties, many of which are outside the Company’s and management’s control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Particular uncertainties that could materially affect future results include any risks associated with our recent acquisition (the “Acquisition”) of Broadcom Corporation (“BRCM”), and other acquisitions we may make, including delays, challenges and expenses associated with integrating BRCM and other acquired companies with our existing businesses and our ability to achieve the benefits, growth prospects and synergies expected from BRCM and other acquisitions we may make; loss of our significant customers and fluctuations in the timing and volume of significant customer demand; our ability to accurately estimate customers’ demand and adjust our manufacturing and supply chain accordingly; the significant indebtedness incurred by us in February 2016 in connection with the Acquisition, including the need to generate sufficient cash flows to service and repay such debt; our ability to improve our manufacturing efficiency and quality; increased dependence on a small number of markets; our ability to timely increase our internal manufacturing capacity to meet customer demand; quarterly and annual fluctuations in operating results; cyclicalities in the semiconductor industry or in our target markets; global economic conditions and concerns; our competitive performance and ability to continue achieving design wins with our customers, as well as the timing of those design wins; rates of growth in our target markets; our dependence on contract manufacturing and outsourced supply chain and our ability to improve our cost structure through our manufacturing outsourcing program; prolonged disruptions of our or our contract manufacturers’ manufacturing facilities or other significant operations; our dependence on outsourced service providers for certain key business services and their ability to execute to our requirements; our ability to maintain or improve gross margin; our ability to maintain tax concessions in certain jurisdictions; our ability to protect our intellectual property and the unpredictability of any associated litigation expenses; any expenses or reputational damage associated with resolving customer product and warranty and indemnification claims; dependence on and risks associated with distributors of our products; our ability to sell to new types of customers and to keep pace with technological advances; market acceptance of the end products into which our products are designed; and other events and trends on a national, regional and global scale, including those of a political, economic, business, competitive and regulatory nature.

Our filings with the Securities and Exchange Commission (“SEC”), which you may obtain for free at the SEC’s website at <http://www.sec.gov>, discuss some of the important risk factors that may affect our business, results of operations and financial condition. We undertake no intent or obligation to publicly update or revise any of these forward looking statements, whether as a result of new information, future events or otherwise, except as required by law.

### Contact:

Broadcom Limited  
Ashish Saran  
Investor Relations  
+1 408 433 8000  
[investor.relations@broadcom.com](mailto:investor.relations@broadcom.com)

**Broadcom Limited to Acquire Brocade Communications Systems Inc.  
for \$5.9 Billion**

- *Broadcom to retain Brocade's Fibre Channel SAN Switching business and divest Brocade's IP Networking business, including recently acquired Ruckus Wireless*
- *Strategic acquisition strengthens Broadcom's portfolio of enterprise storage and networking solutions serving OEM customers*
- *\$900 million of pro-forma non-GAAP EBITDA expected to be added in FY2018*
- *Immediately accretive to Broadcom's non-GAAP EPS*

**SINGAPORE and SAN JOSE, Calif., November 2nd, 2016** (GLOBE NEWSWIRE) — Broadcom Limited (Nasdaq:AVGO) and Brocade Communications Systems, Inc. (Nasdaq:BRCD) today announced that they have entered into a definitive agreement under which Broadcom will acquire Brocade, a leader in Fibre Channel storage area network ("FC SAN") switching and IP networking, for \$12.75 per share in an all-cash transaction valued at approximately \$5.5 billion, plus \$0.4 billion of net debt. Broadcom expects to fund the transaction with new debt financing and cash available on its balance sheet. Broadcom, with the support of Brocade, plans to divest Brocade's IP Networking business, consisting of wireless and campus networking, data center switching and routing, and software networking solutions.

"This strategic acquisition enhances Broadcom's position as one of the leading providers of enterprise storage connectivity solutions to OEM customers," stated Hock Tan, President and Chief Executive Officer of Broadcom. "With deep expertise in mission-critical storage networking, Brocade increases our ability to address the evolving needs of our OEM customers. In addition, we are confident that we will find a great home for Brocade's valuable IP networking business that will best position that business for its next phase of growth."

"This transaction represents significant value for our shareholders, who will receive a 47% premium from the Brocade closing share price on Friday, October 28, 2016, and creates new opportunities for our customers and partners," said Lloyd Carney, Chief Executive Officer of Brocade. "Our best-in-class FC SAN solutions will help Broadcom create one of the industry's broadest portfolios for enterprise storage. We will work with Broadcom as it seeks to find a buyer for our IP Networking business which includes a full portfolio of open, hardware and software-based solutions spanning the core of the data center to the network edge."

Upon closing, the transaction is expected to be immediately accretive to Broadcom's non-GAAP free cash flow and earnings per share. Broadcom currently anticipates that Brocade's FC SAN business will contribute approximately \$900 million of pro forma non-GAAP EBITDA in its fiscal year 2018.

The board of directors of Brocade and the Executive Committee of the board of directors of Broadcom have unanimously approved the transaction, which is presently expected to close in the second half of Broadcom's fiscal year 2017 which commenced on October 31, 2016, subject to regulatory approvals in various jurisdictions, customary closing conditions as well as the approval of Brocade's stockholders. The closing of the transaction is not subject to any financing conditions, nor is it conditioned on the divestiture of Brocade's IP Networking business.

## Conference Call

Broadcom will host a conference call to discuss details of the transaction. A live webcast and the accompanying presentation relating to the transaction will be available in the “Investors” section of Broadcom’s website at [www.broadcom.com](http://www.broadcom.com) in advance of the conference call.

Conference call date: November 2, 2016

Time: 5:00am Pacific (8:00am Eastern)

Dial in #: US (855) 631-5368, International +1 (330) 863-3283

Passcode is 12480758

A replay of the call will be available for one week by dialing (855) 859-2056 (US) or +1 (404) 537-3406 (International) and the passcode is 12480758. A webcast of the conference call will also be available in the “Investors” section of Broadcom’s website at [www.broadcom.com](http://www.broadcom.com).

## About Broadcom Limited

Broadcom Limited (Nasdaq: AVGO) is a leading designer, developer and global supplier of a broad range of analog and digital semiconductor connectivity solutions. Broadcom Limited’s extensive product portfolio serves four primary end markets: wired infrastructure, wireless communications, enterprise storage and industrial & other. Applications for our products in these end markets include: data center networking, home connectivity, broadband access, telecommunications equipment, smartphones and base stations, data center servers and storage, factory automation, power generation and alternative energy systems, and displays. Broadcom is co-headquartered in Singapore and San Jose, Calif. For more information about Broadcom please visit <http://www.broadcom.com>.

## About Brocade

Brocade (Nasdaq: BRCD) networking solutions help the world’s leading organizations turn their networks into platforms for business innovation. With solutions spanning public and private data centers to the network edge, Brocade is leading the industry in its transition to the New IP network infrastructures required for today’s era of digital business. Brocade is headquartered in San Jose, Calif. For more information about Brocade please visit <http://www.brocade.com>.

## Non-GAAP Financial Measures

In addition to GAAP reporting, Broadcom provides investors with certain information on a non-GAAP basis, including earnings before interest, taxes, depreciation and amortization (“EBITDA”). This non-GAAP information excludes amortization of acquisition-related intangibles, share-based compensation expense, restructuring charges, acquisition-related costs, and debt extinguishment losses. Management does not believe that the excluded items are reflective of the Company’s underlying performance. The exclusion of these and other similar items from Broadcom’s non-GAAP presentation should not be interpreted as implying that these items are non-recurring, infrequent or unusual. Broadcom believes this non-GAAP financial information provides additional insight into the Company’s on-going performance and has therefore chosen to provide this information to investors for a more consistent basis of comparison and to help them evaluate the results of the Company’s on-going operations and enable more meaningful period to period comparisons. These non-GAAP measures are provided in addition to, and not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Broadcom is not readily able to reconcile the projected EBITDA information provided herein to a GAAP calculation thereof.

## Cautionary Note Regarding Forward-Looking Statements

This announcement contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning Broadcom Limited (“Broadcom”) and its proposed acquisition (the “Acquisition”) of Brocade Communications Systems, Inc. (“Brocade”) and related matters. These statements include, but are not limited to, statements that address Broadcom’s expected future business and financial performance and statements about (i) the timing, completion and expected benefits of the Acquisition, (ii) plans, objectives and intentions with respect to future operations and products, (iii) competitive position and opportunities, (iv) the impact of the Acquisition on the market for Broadcom products, (v) other information relating to the Acquisition and (vi) other statements identified by words such as “will”, “expect”, “intends”, “believe”, “anticipate”, “estimate”, “should”, “intend”, “plan”, “potential”, “predict” “project”, “aim”, and similar words, phrases or expressions. These forward-looking statements are based on current expectations and beliefs of the management of Broadcom and Brocade, as well as assumptions made by, and information currently available to, such management, current market trends and market conditions and involve risks and uncertainties, many of which are outside the companies’ and management’s control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Particular uncertainties that could materially affect future results include any risks associated with the Acquisition such as: (1) the risk that the conditions to the closing of the transaction are not satisfied, including the risk that required approvals from the stockholders of Brocade for the transaction or required regulatory approvals are not obtained; (2) litigation relating to the transaction; (3) uncertainties as to the timing of the consummation of the transaction and the ability of each party to consummate the transaction; (4) risks that the proposed transaction disrupts the current plans and operations of Brocade and Broadcom; (5) the ability of Brocade and Broadcom to retain and hire key personnel; (6) competitive responses to the proposed transaction; (7) unexpected costs, charges or expenses resulting from the transaction; (8) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; (9) the ability to divest Brocade’s IP Networking business, (10) Broadcom’s ability to achieve the growth prospects and synergies expected from the transaction, as well as delays, challenges and expenses associated with integrating Brocade into Broadcom’s existing businesses and the indebtedness planned to be incurred in connection with the transaction; and (11) legislative, regulatory and economic developments.

The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with Broadcom’s and Brocade’s filings with the Securities and Exchange Commission (“SEC”), which you may obtain for free at the SEC’s website at <http://www.sec.gov>, and which discuss additional important risk factors that may affect their respective businesses, results of operations and financial conditions. Broadcom and Brocade undertake no intent or obligation to publicly update or revise any of these forward looking statements, whether as a result of new information, future events or otherwise, except as required by law.

## **Additional Information and Where to Find It**

In connection with the proposed Acquisition, Brocade intends to file relevant materials with the Securities and Exchange Commission (the "SEC"), including a preliminary proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, Brocade will mail the definitive proxy statement and a proxy card to each stockholder of Brocade entitled to vote at the special meeting relating to the proposed transaction. INVESTORS AND SECURITY HOLDERS OF BROCADE ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE PROPOSED TRANSACTION THAT BROCADE WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BROCADE AND THE PROPOSED TRANSACTION. The definitive proxy statement, the preliminary proxy statement and other relevant materials in connection with the proposed transaction (when they become available), and any other documents filed by Brocade with the SEC, may be obtained free of charge at the SEC's website (<http://www.sec.gov>) or at Brocade's website (<http://www.brcd.com>) or by contacting Brocade's Investor Relations at (408) 333-6208 or [scoli@brocade.com](mailto:scoli@brocade.com).

## **Participants in the Solicitation**

Brocade and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Brocade's stockholders with respect to the proposed transaction. Information about Brocade's directors and executive officers and their ownership of Brocade's common stock is set forth in Brocade's proxy statement on Schedule 14A filed with the SEC on February 25, 2016, and Brocade's Annual Report on Form 10-K for the fiscal year ended October 31, 2015, which was filed on December 22, 2015. Information regarding the identity of the potential participants, and their direct or indirect interests in the proposed transaction, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with SEC in connection with the proposed transaction.

## **Contacts**

Broadcom Limited

Ashish Saran

Investor Relations

+1 408 433 8000

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Brocade Communications Systems Inc.

Investor Relations

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+1 408 333 0233

[MIBURG@BROCADE.COM](mailto:MIBURG@BROCADE.COM)

# Broadcom to Acquire Brocade

## Investor Presentation

November 02, 2016



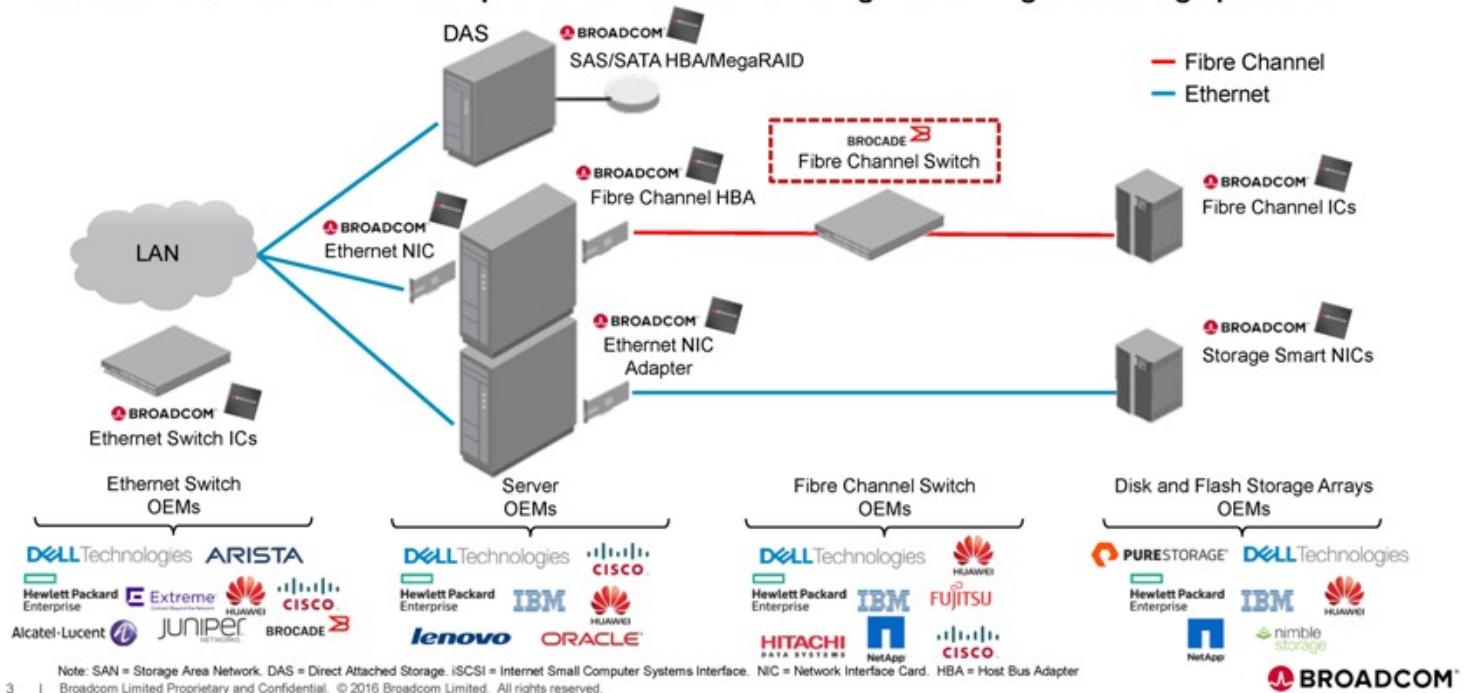
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## Announcement Overview

1. Acquiring Brocade, a leader in Fibre Channel storage area network (“FC SAN”) switching and IP Networking, for \$5.9 billion
2. Broadcom to retain Brocade’s FC SAN Switching business and divest Brocade’s IP Networking business including Ruckus Wireless
3. Broadcom tightening Q4 Fiscal 2016 revenue guidance range:
  - GAAP Net Revenue expected to be between \$4.090 billion and \$4.165 billion
  - Non-GAAP Net Revenue expected to be between \$4.100 billion and \$4.175 billion, and includes \$10 million of projected licensing revenue not included in GAAP revenue, as a result of the effects of purchase accounting for acquisitions

# Highly Strategic to Broadcom Enterprise Storage Business

Brocade's Fibre Channel SAN complements Broadcom existing networking and storage portfolio



# Adds Another Key Element to Broadcom Portfolio

Broadcom's Fibre Channel SAN business is consistent with Broadcom's business model



	Wireless Communications		Wired Infrastructure				Enterprise Storage		
	RF	Wireless Combo + Touch	Set-Top Box + Broadband	Ethernet Switching + PHY + NICS	ASICs	Fiber Optics	HDD / SSD ASIC	Storage Connectivity	BROADCOM FC SAN
Leading Positions	✓	✓	✓	✓	✓	✓	✓	✓	✓
Key Customers	  	  	  						
% of Total Net Revenue <sup>(1)</sup>	 Current → Pro Forma	 Current → Pro Forma	 Current → Pro Forma						

(1) Revenue by end market based on Broadcom GAAP revenue for the six months ended July 31, 2016 and Brocade Fibre Channel SAN GAAP revenue for the six months ended July 30, 2016



# Acquisition Expected to Accelerate Achievement of New Target Operating Model

Commentary	Attractive Combined P&L				
<ul style="list-style-type: none"> <li>FC SAN currently comprises vast majority of Brocade's non-GAAP operating profit</li> <li>Pro forma FC SAN margin profile supported by Broadcom's proven ability to efficiently restructure companies, integrate core assets and divest non-core assets</li> <li>Accretive to gross and operating margins</li> <li>Supports increase in long term operating margin target from 40% to 45%</li> <li>Drives strong cash flow generation</li> </ul>	Non-GAAP (\$ in Billions)	<b>BROADCOM</b> FQ4'16 Guidance Midpoint Annualized <sup>(1)</sup>	Projected FC SAN Annualized Run Rate <sup>(2)</sup>	Combined Projected Annualized Run Rate <b>BROADCOM</b> Pro Forma FC SAN <sup>(1)</sup>	<b>BROADCOM</b> Projected Long Term Model
	<b>Net Revenue</b>	\$16.6	\$1.4	\$18.0	5% CAGR
	<b>Gross Margin</b>	61%	77%	62%	> 60%
	<b>Operating Income</b>	\$6.8	\$0.8	\$7.6	~45%
	<b>Operating Margin</b>	41%	58%	42%	~48% <sup>(3)</sup>
	<b>EBITDA</b>	\$7.2	\$0.9	\$8.1	
	<b>EBITDA Margin</b>	44%	60%	45%	

Note: Non-GAAP data exclude, where applicable, stock-based compensation, amortization of intangible assets, restructuring charges, discontinued operations and loss on extinguishment of debt  
 (1) Projected Q4'16 non-GAAP net revenue includes \$10m of expected licensing revenue not included in GAAP revenue, as a result of the effects of purchase accounting for acquisitions. Broadcom is currently unable to provide a reconciliation of the other projected non-GAAP financial measures presented above to the relevant GAAP projected financial measures without unreasonable efforts  
 (2) Broadcom management view of current expected annualized contributions from Brocade's FC SAN business  
 (3) Depreciation estimated as ~3% of revenues

## Transaction Overview

### Purchase Price

- \$12.75 per share in cash
- \$5.5 billion equity value plus \$0.4 billion of net debt

### Sources of Financing

- New debt financing and excess cash
- Anticipate pro forma net leverage at closing of < 2x<sup>(1)</sup>

### FC SAN Projected EBITDA Contribution

- FY2018E projected pro forma non-GAAP EBITDA contribution of approximately \$900 million

### Approval Process

- Approval by Brocade shareholders
- Subject to certain regulatory approvals

### Expected Closing Timetable

- Expected closing in the second half of FY2017, subject to customary closing conditions

Note: Non-GAAP data exclude, where applicable, stock-based compensation, amortization of intangible assets, restructuring charges, discontinued operations and loss on extinguishment of debt.  
(1) Pro forma net leverage calculated using: a) pro forma LTM EBITDA based on Broadcom management's view of current expected annualized contributions from Brocade's FC SAN business, and b) pro forma net debt unadjusted for any proceeds from the divestitures of IP Networking and Ruckus Wireless.

## Strategically and Financially Compelling Transaction

Strengthens position in enterprise data centers

Complements existing enterprise storage offerings

Accretive to non-GAAP gross margins and operating margins

Immediately accretive to non-GAAP EPS and free cash flow (FCF)



**Boosts FCF generation to support significant increase in future capital return**

Note: Non-GAAP data exclude, where applicable, stock-based compensation, amortization of intangible assets, restructuring charges, discontinued operations and loss on extinguishment of debt  
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