

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SILVER LAKE (OFFSHORE) AIV GP II LTD</u>  (Last) (First) (Middle) <u>C/O SILVER LAKE PARTNERS</u> <u>2775 SAND HILL ROAD, SUITE 100</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Avago Technologies LTD [ AVGO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, no par value	08/11/2009		S		7,836,230	D	\$15	70,673,914	I	Held through Bali Investments S.a r.l. and Silver Lake Partners II Cayman, L.P. <sup>(1)(2)(3)(6)(7)</sup>
Ordinary Shares, no par value	08/11/2009		S		22,277	D	\$15	200,917	I	Held through Bali Investments S.a r.l. and Silver Lake Technology Investors II Cayman, L.P. <sup>(1)(2)(4)(6)(7)</sup>
Ordinary Shares, no par value	08/11/2009		S		1,210,081	D	\$15	10,913,556	I	Held through Bali Investments S.a r.l. and Avago Investment Partners, Limited Partnership <sup>(1)(2)(5)(6)(7)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>SILVER LAKE (OFFSHORE) AIV GP II LTD</u>  (Last) (First) (Middle) <u>C/O SILVER LAKE PARTNERS</u> <u>2775 SAND HILL ROAD, SUITE 100</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*  
[SILVER LAKE TECHNOLOGY ASSOCIATES II CAYMAN LP](#)

(Last) (First) (Middle)  
[C/O SILVER LAKE PARTNERS](#)  
[2775 SAND HILL ROAD, SUITE 100](#)

(Street)  
[MENLO PARK](#) [CA](#) [94025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SILVER LAKE PARTNERS II CAYMAN LP](#)

(Last) (First) (Middle)  
[C/O SILVER LAKE PARTNERS](#)  
[2775 SAND HILL ROAD, SUITE 100](#)

(Street)  
[MENLO PARK](#) [CA](#) [94025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SILVER LAKE TECHNOLOGY INVESTORS II CAYMAN LP](#)

(Last) (First) (Middle)  
[C/O SILVER LAKE PARTNERS](#)  
[2775 SAND HILL ROAD, SUITE 100](#)

(Street)  
[MENLO PARK](#) [CA](#) [94025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[DAVIDSON JAMES](#)

(Last) (First) (Middle)  
[C/O SILVER LAKE PARTNERS](#)  
[2775 SAND HILL ROAD, SUITE 100](#)

(Street)  
[MENLO PARK](#) [CA](#) [94025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Hao Kenneth](#)

(Last) (First) (Middle)  
[C/O SILVER LAKE PARTNERS](#)  
[2775 SAND HILL ROAD, SUITE 100](#)

(Street)  
[MENLO PARK](#) [CA](#) [94025](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[JOYCE JOHN R](#)

(Last) (First) (Middle)  
[C/O SILVER LAKE PARTNERS](#)  
[2775 SAND HILL ROAD, SUITE 100](#)

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

Explanation of Responses:

1. Bali Investments S.a r.l. ("Bali") holds 155,441,278 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 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 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 70,673,914 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 200,917 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 10,913,556 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 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:

Exhibit List Exhibit 24.1 - Confirming Statement Exhibit 24.2 - Confirming Statement Exhibit 24.3 - Confirming Statement

/s/ Karen King, as attorney-in-  
fact for Kenneth Y. Hao,  
Director of Silver Lake  
(Offshore) AIV GP II, Ltd.

08/13/2009

/s/ Karen King, as attorney-in-  
fact for Kenneth Y. Hao,  
Director of Silver Lake  
(Offshore) AIV GP II, Ltd., the  
general partner for Silver Lake  
Technology Associates II  
Cayman, L.P.

08/13/2009

/s/ Karen King, as attorney-in-  
fact for Kenneth Y. Hao,  
Director of Silver Lake  
(Offshore) AIV GP II, Ltd., the  
general partner, Silver Lake  
Technology Associates II  
Cayman, L.P., the general  
partner of Silver Lake Partners  
II Cayman, L.P.

08/13/2009

/s/ Karen King, as attorney-in-  
fact for Kenneth Y. Hao,  
Director of Silver Lake  
(Offshore) AIV GP II, Ltd., the  
general partner of Silver Lake  
Technology Investors II  
Cayman, L.P.

08/13/2009

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

08/13/2009

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

08/13/2009

/s/ Karen King, as attorney-in-  
fact for John R. Joyce

08/13/2009

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Alan K. Austin and Karen M. King, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Avago Technologies Limited (the "Company"), a 10% holder of the Company's capital stock, and/or as an officer, director, member, manager, or general partner of any entity for which the undersigned is otherwise authorized to sign, including Bali Investments S.a.r.l., Silver Lake (Offshore) AIV GP II, Ltd., Avago Investment G.P., Limited, with respect to such entity's direct or indirect ownership interest in the Company's capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's direct or indirect holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of August, 2009.

Signature: /s/ Kenneth Y. Hao

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Kenneth Y. Hao

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Alan Austin and Karen M. King, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Avago Technologies Limited (the "Company"), a 10% holder of the Company's capital stock, and/or as an officer, director, member, manager, or general partner of any entity for which the undersigned is otherwise authorized to sign, including Bali Investments S.a.r.l., Silver Lake (Offshore) AIV GP II, Ltd., Avago Investment G.P., Limited, with respect to such entity's direct or indirect ownership interest in the Company's capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's direct or indirect holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of August, 2009.

Signature: /s/ James A. Davidson

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James A. Davidson

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Alan Austin and Karen M. King, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Avago Technologies Limited (the "Company"), a 10% holder of the Company's capital stock, and/or as an officer, director, member, manager, or general partner of any entity for which the undersigned is otherwise authorized to sign, including Bali Investments S.a.r.l., Silver Lake (Offshore) AIV GP II, Ltd., Avago Investment G.P., Limited, with respect to such entity's direct or indirect ownership interest in the Company's capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's direct or indirect holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of August, 2009.

Signature: /s/ John R. Joyce

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John R. Joyce