

**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)

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

1 Yishun Avenue 7  
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.**

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## 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:

- (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.



## 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).



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**wongpartnership.com**

ASEAN | CHINA | MIDDLE EAST

TO

The Board of Directors  
 Avago Technologies Limited  
 1 Yishun Avenue 7  
 Singapore 768923

29 December 2014

Dear Sirs

FROM

CTM/20100419

Fax: +65 6532 5711

Direct: +65 6416 2418

Email: james.choo@wongpartnership.com

**AVAGO TECHNOLOGIES LIMITED – REGISTRATION STATEMENT ON FORM S-8 IN RESPECT OF THE 6,000,000 2009 PLAN SHARES (AS DEFINED BELOW)**

**A. Introduction**

1. We have acted as Singapore legal advisers to Avago Technologies Limited (the "**Company**"), a company incorporated under the laws of the Republic of Singapore, in connection with the filing by the Company with the United States Securities and Exchange Commission of a registration statement on Form S-8 (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Securities Act**"), in respect of an additional 6,000,000 ordinary shares of the Company (the "**2009 Plan Shares**") issuable by the Company pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan approved by shareholders of the Company on 31 July 2009, as approved by the board of directors of the Company (the "**Board of Directors**") on 27 July 2009 (the "**2009 Plan**").

**B. Documents**

2. In rendering the opinions set out below, we have examined:
  - 2.1 an electronic copy (in Adobe Acrobat format) of the certificate of incorporation of the Company;
  - 2.2 an electronic copy (in Adobe Acrobat format) of the Memorandum of Association and the Articles of Association of the Company, as amended as of 31 July 2009 (enclosing a copy each of the Certificate Confirming Incorporation of Company dated 4 August 2005 and the Certificate Confirming Incorporation upon Conversion) (the "**Articles of Association**");

- 2.3 electronic copies (in Adobe Acrobat format) of the minutes and resolutions in writing of the Board of Directors of the Company dated 27 July 2009, 26 September 2012, 4 September 2013 and 3 September 2014 (together, the “**Board Resolutions**”);
  - 2.4 electronic copies (in Adobe Acrobat format) of the minutes and resolutions passed by the shareholders of the Company on 31 July 2009, 31 March 2010, 30 March 2011, 4 April 2012, 10 April 2013 and 9 April 2014 (the “**Company Shareholders’ Resolutions**” and together with the Board resolutions, the “**Resolutions**”);
  - 2.5 an electronic copy (in Adobe Acrobat format) of the 2009 Plan;
  - 2.6 an electronic copy (in Adobe Acrobat format) of the Registration Statement; and
  - 2.7 copies of such other documents as we may have considered necessary or desirable to examine in order that we may render this opinion.
3. Save as expressly provided in paragraph 5 of this legal opinion, we express no opinion whatsoever with respect to any document described in paragraph 2 herein.

**C. Assumptions**

4. We have assumed (without enquiry and with your consent):
- 4.1 the genuineness of all signatures on all documents and the completeness, and the conformity to original documents, of all copies submitted to us;
  - 4.2 each of the documents submitted to us for examination is a true, complete and up-to-date copy and has not been revoked or amended, and all representations and factual statements contained in all documents listed in paragraph 2 above are true and correct;
  - 4.3 that the copies of the Resolutions submitted to us are in full force and effect and that no other resolution or other action has been taken which could affect the validity of any or all of such Resolutions;
  - 4.4 there shall be the absence of fraud, bad faith, undue influence, coercion or duress on the part of the Company and its respective officers, employees, agents and advisers;
  - 4.5 all acts, conditions or things required to be fulfilled, performed or effected in connection with the allotment and issue of the 2009 Plan Shares under the laws of any jurisdiction (other than the Republic of Singapore) will be duly fulfilled, performed and complied with;
  - 4.6 there are no provisions of the laws of any jurisdiction (other than the laws of the Republic of Singapore) which will be contravened by the allotment and issue of the 2009 Plan Shares and that, insofar as any obligation expressed to be incurred or performed under the 2009 Share Plan and to the extent relevant, in connection with the allotment and issue of the 2009 Plan Shares, falls to be performed in or is otherwise subject to the laws of any jurisdiction (other than the Republic of Singapore), its performance will not be illegal by virtue of the laws of that jurisdiction;
  - 4.7 all applicable consents, approvals, authorisations, licences, exemptions or orders required from any applicable governmental or other regulatory authorities and all other requirements for allotment and issue of the 2009 Plan Shares (other than any required under the laws of the Republic of Singapore) have been (and have not been withdrawn) or will be duly obtained or fulfilled, and are (and will remain) in full force and effect, and that any conditions to which they are subject have been (or will be) satisfied;

- 4.8 that there are no agreements, documents, arrangements or transactions to which the Company is a party to that may in any way prohibit or restrict the allotment and issue of the 2009 Plan Shares; and
- 4.9 that no foreign law is relevant to or affects the conclusions stated in this opinion, and none of the opinions expressed herein will be affected by the laws (including, without limitation, the public policy) of any jurisdiction outside the Republic of Singapore, and insofar as the laws of any jurisdiction outside the Republic of Singapore may be relevant, such laws have been or will be complied with.

**D. Opinion**

5. Based on the foregoing and subject to the assumptions set out in this letter and having regard to such legal considerations as we have deemed relevant and subject to any matters not disclosed to us, we are of the opinion that when the 2009 Plan Shares (a) are issued by the Company against payment of the amounts required in accordance with the rules of the 2009 Plan, and (b) have been duly registered in the register of members of the Company in the name of the persons who have purchased the 2009 Plan Shares, and assuming that in each case:
  - 5.1 the individual grants, purchases and issuances under the 2009 Plan are duly authorised by all necessary corporate actions of the Company;
  - 5.2 such individual grants, purchases and issuances are made under the 2009 Plan and the 2009 Plan Shares are duly issued in accordance with the requirements of applicable law (other than the laws of the Republic of Singapore) and the rules of the 2009 Plan; and
  - 5.3 the Company having, at the time of the individual grants, purchases and issuances of the 2009 Plan Shares, obtained a mandate from shareholders of the Company to issue ordinary shares of the Company pursuant to section 161 of the Companies Act, Chapter 50 of Singapore (the "**Share Issue Mandate**") and such Share Issue Mandate not having expired in accordance with its terms or previously revoked or varied by the Company in general meeting,the 2009 Plan Shares will be duly authorised by the Company for issuance and subscription and will be validly issued, fully paid and non-assessable.

**E. Qualifications**

6. For the purposes of this legal opinion, we have assumed that the term "**non-assessable**" (a term which has no recognised meaning under Singapore law) in relation to the 2009 Plan Shares to be issued means that holders of such shares, having fully paid up all amounts due on such shares, are under no further personal liability to contribute to the assets or liabilities of the Company in their capacities purely as holders of such shares.
7. We are not responsible for investigating or verifying the accuracy or completeness of any facts or information, including statements of foreign law, or the reasonableness of any assumptions or statements of opinion or intention contained in any document described in paragraph 2. In addition, we are not responsible for investigating or verifying that no material facts have been omitted from any document described in paragraph 2.



8. We express no opinion as to the validity, binding effect or enforceability of any provision in the 2009 Plan or, where applicable, the 2009 Plan Shares by reference to a law other than that of Singapore, or as to the availability in Singapore of remedies which are available in other jurisdictions. This opinion relates only to the laws of general application of the Republic of Singapore as at the date hereof and as currently applied by the Singapore courts, and is given on the basis that it will be governed by and construed in accordance with the laws of the Republic of Singapore. We have made no investigation of, and do not express or imply any views on, the laws of any country other than the Republic of Singapore.
9. With respect to matters of fact material to this opinion, we have relied on the statements of the responsible officers of the Company.
10. Our advice is strictly limited to matters stated in this opinion and is not to be construed as extending by implication to all the documents listed in paragraph 2 above, or to any other matter or document in connection with, or referred to, in such document.
11. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act.
12. This opinion is only for the benefit of the person to whom it is addressed, subject to the condition that such person accepts and acknowledges that this opinion may not be appropriate or sufficient for such person's purposes, and is strictly limited to the matters stated in this opinion and is not to be read as extending by implication to any other matter in connection with the Registration Statement or otherwise. Further, save for the filing of this opinion with the SEC as an exhibit to the Registration Statement, this opinion is not to be circulated to, or relied upon by, any other person (other than persons entitled to rely on it pursuant to applicable provisions of federal securities law in the United States, if applicable) or quoted or referred to in any public document or filed with any governmental body or agency without our prior written consent, unless the person to whom it is addressed is required to do so by law, regulation or any governmental or regulatory authority.

Yours faithfully

/s/ WongPartnership LLP

WONGPARTNERSHIP LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 29, 2014 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Avago Technologies Limited's Annual Report on Form 10-K for the year ended November 2, 2014.

/s/ PricewaterhouseCoopers LLP

San Jose, California

December 29, 2014