

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BROADCOM INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

35-2617337
(I.R.S. Employer
Identification Number)

**1320 Ridder Park Drive
San Jose, California 95131**
(Address of Principal Executive Offices including Zip Code)

Broadcom Corporation 2012 Stock Incentive Plan
(Full title of the plans)

**Mark Brazeal
Rebecca Boyden
c/o Broadcom Inc.
1320 Ridder Park Drive
San Jose, California 95131
(408) 433-8000**
(Name and Address, Including Zip Code and Telephone Number, Including Area Code, 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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected to use the extended transition period for complying with the new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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
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Shares of common stock, par value \$0.001 per share, of Broadcom Inc., a Delaware corporation:	12,195,965 (2)	\$315.20(3)	\$3,844,107,189 (3)	\$498,966
(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also automatically cover any additional shares of common stock of Broadcom Inc. which may become issuable under the Broadcom Corporation 2012 Stock Incentive Plan (the “Broadcom 2012 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of outstanding shares of the Registrant’s common stock.				
(2) Represents 12,195,965 shares of common stock under the Broadcom 2012 Plan, which will be available for issuance under the Broadcom 2012 Plan on January 2, 2020 due to an automatic annual increase provision in the Broadcom 2012 Plan.				
(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on December 13, 2019 of \$315.20.				

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing information specified in Part I will be delivered in accordance with Form S-8 and Rule 428(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such documents are not required to be, and are not, filed with the SEC, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Exchange Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this Registration Statement, Broadcom Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Registration of Additional Securities

By a registration statement on Form S-8 filed with the SEC on February 2, 2016, File No. 333-209331 (the “February 2016 Registration Statement”), Broadcom Limited, the Registrant’s predecessor, registered an aggregate of 79,306,533 Ordinary Shares issuable under the Broadcom 2012 Plan. In addition, by a registration statement on Form S-8 filed with the SEC on December 23, 2016, File No. 333-215291 (the “December 2016 Registration Statement”), Broadcom Limited registered an additional 2,195,965 Ordinary Shares issuable under the Broadcom 2012 Plan. By a registration statement on Form S-8 filed with the SEC on November 17, 2017, File No. 333-221654 (the “November 2017 Registration Statement”), Broadcom Limited registered an additional 2,195,965 Ordinary Shares issuable under the Broadcom 2012 Plan. The February 2016 Registration Statement, the December 2016 Registration Statement and the November 2017 Registration Statement, each as amended, are referred to as the “Pre-domiciliation Registration Statements”). In connection with the Registrant’s redomiciliation from the Republic of Singapore to Delaware, the Registrant assumed Broadcom Limited’s obligations in connection with awards granted under Broadcom Limited’s incentive plans and other similar employee awards and amended such plans and awards as necessary to provide for the issuance of shares of the Registrant’s common stock rather than Ordinary Shares. On April 4, 2018, the Registrant filed post-effective amendments to each of the Pre-domiciliation Registration Statements, pursuant to which the Registrant expressly adopted each of the Pre-domiciliation Registration Statements as its own for purposes of the Securities Act and Exchange Act. The Pre-domiciliation Registration Statements are currently effective. By a registration statement on Form S-8 filed with the SEC on November 5, 2018, File No. 333-228175 (the “November 2018 Registration Statement,” and together with the Pre-domiciliation Registration Statement, the “Prior Registration Statements”), Broadcom Inc. registered an additional 12,195,965 shares of common stock issuable under the Broadcom 2012 Plan.

The Registrant is hereby registering an additional 12,195,965 shares of common stock under the Broadcom 2012 Plan, which will become available for issuance under the Broadcom 2012 Plan on January 2, 2020 due to an automatic annual increase provision in the Broadcom 2012 Plan.

Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference in this Registration Statement on Form S-8 to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

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 (only to the extent “filed” and not “furnished” in accordance with SEC rules):

- (a) Annual Report of Broadcom Inc. on [Form 10-K](#) for the fiscal year ended November 3, 2019, filed with the SEC on December 20, 2019;
- (b) Broadcom Inc.’s Current Reports on Form 8-K filed with the SEC on [November 4, 2019](#) (except with respect to information furnished under Item 7.01 and related exhibit furnished pursuant to Item 9.01) and [December 12, 2019](#) (except with respect to information furnished under Item 2.02 and related exhibit furnished pursuant to Item 9.01); and

- (c) The description of Broadcom Inc.'s common stock which is contained in [Exhibit 4.3](#) to Broadcom Inc.'s Annual Report on Form 10-K filed on December 20, 2019, including any amendment or report filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all of such securities 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 stockholders or document or current report furnished under current Item 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.

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.

EXHIBIT

- 4.1 [Broadcom Corporation 2012 Stock Incentive Plan \(incorporated by reference to Exhibit 10.20 to Broadcom Corporation's Annual Report on Form 10-K \(File No. 000-23993\) filed on January 29, 2015\)](#)
- 4.2 [Amendment to Broadcom Corporation 2012 Stock Incentive Plan \(incorporated by reference to Exhibit 10.49 to Broadcom Limited's Annual Report on Form 10-K \(File No. 001-37690\) filed on December 23, 2016\)](#)
- 4.3 [Amendment to Broadcom Corporation 2012 Stock Incentive Plan \(incorporated by reference to Exhibit 10.9 to Broadcom Inc.'s Current Report on Form 8-K12B \(File No. 001-38449\) filed on April 4, 2018\).](#)
- 5.1 [Opinion of Latham & Watkins LLP](#)
- 23.1 [Consent of Latham & Watkins LLP \(included in Exhibit 5.1\)](#)
- 23.2 [Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm](#)
- 24.1 [Power of Attorney \(included in the signature page to this Registration Statement\)](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 20th day of December 2019.

BROADCOM INC.

By: /s/ Thomas H. Krause, Jr.

Thomas H. Krause, Jr.
Chief Financial Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Hock E. Tan, Thomas H. Krause, Jr. and Mark Brazeal, and each of them, with full power of substitution and full power to act without the others, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Hock E. Tan</u> Hock E. Tan	President and Chief Executive Officer and Director (Principal Executive Officer)	December 20, 2019
<u>/s/ Thomas H. Krause, Jr.</u> Thomas H. Krause, Jr.	Chief Financial Officer (Principal Financial Officer)	December 20, 2019
<u>/s/ Kirsten Spears</u> Kirsten Spears	Corporate Controller (Principal Accounting Officer)	December 20, 2019
<u>/s/ Diane M. Bryant</u> Diane M. Bryant	Director	December 20, 2019
<u>/s/ Gayla J. Delly</u> Gayla J. Delly	Director	December 20, 2019
<u>/s/ Eddy W. Hartenstein</u> Eddy W. Hartenstein	Lead Independent Director	December 20, 2019
<u>/s/ Check Kian Low</u> Check Kian Low	Director	December 20, 2019

<div>/s/ Peter J. Marks</div> <div>Peter J. Marks</div>	Director	December 20, 2019
<div>/s/ Justine F. Page</div> <div>Justine F. Page</div>	Director	December 20, 2019
<div>/s/ Henry Samueli</div> <div>Henry Samueli</div>	Chairman of the Board of Directors	December 20, 2019
<div>/s/ Harry L. You</div> <div>Harry L. You</div>	Director	December 20, 2019

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LATHAM & WATKINS LLP

December 20, 2019

Broadcom Inc.
1320 Ridder Park Drive
San Jose, California 95131

FIRM /AFFILIATE OFFICES

Beijing	Moscow
Boston	Munich
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

Re: Registration Statement on Form S-8; 12,195,965 shares of Common Stock of Broadcom Inc., par value \$0.001 per share

Ladies and Gentlemen:

We have acted as special counsel to Broadcom Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 12,195,965 shares of common stock of the Company, par value \$0.001 per share (the “**Shares**”), that will be issuable under the Broadcom Corporation 2012 Stock Incentive Plan (the “**Plan**”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on December 20, 2019 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted



thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins 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 Broadcom Inc. of our report dated December 20, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Broadcom Inc.'s Annual Report on Form 10-K for the year ended November 3, 2019.

/s/ PricewaterhouseCoopers LLP

San Jose, California

December 20, 2019