
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 1, 2019 (March 29, 2019)

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

Delaware
(State or other jurisdiction
of incorporation)

001-38449
(Commission
File Number)

35-2617337
(IRS Employer
Identification No.)

1320 Ridder Park Drive, San Jose, California
(Address of principal executive offices)

95131
(Zip Code)

(408) 433-8000
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 1, 2019, Broadcom Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders. Holders of the Company’s shares of common stock voted on the following matters:

- (1) To elect 8 members to the Company’s board of directors;
- (2) To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending November 3, 2019;
- (3) To approve amendments to the Company’s Second Amended and Restated Employee Share Purchase Plan;
- (4) Non-binding, advisory vote to approve the compensation of the Company’s named executive officers.

For each of these proposals a quorum was present. The votes cast in connection with such matters were as follows:

(1) Election of Directors:

	<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
(a)	Hock E. Tan	327,748,988	559,968	1,296,292	27,363,397
(b)	Henry Samueli	326,092,373	2,069,207	1,443,668	27,363,397
(c)	Eddy W. Hartenstein	308,617,563	19,582,775	1,404,910	27,363,397
(d)	Diane M. Bryant	326,657,448	1,598,486	1,349,314	27,363,397
(e)	Gayla J. Delly	327,762,073	489,626	1,353,549	27,363,397
(f)	Check Kian Low	324,860,671	3,326,308	1,418,269	27,363,397
(g)	Peter J. Marks	327,170,936	1,073,954	1,360,358	27,363,397
(h)	Harry L. You	327,693,545	552,247	1,359,456	27,363,397

(2) Ratify appointment of PricewaterhouseCoopers LLP:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
352,506,350	3,040,460	1,421,835	0

(3) Approve Amendments to the Second Amended and Restated Employee Share Purchase Plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
327,741,676	541,778	1,321,794	27,363,397

(4) Non-binding Advisory Vote to Approve Compensation of Named Executive Officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
282,208,559	45,077,282	2,319,407	27,363,397

Each of the director nominees was elected and each of proposals 2-4 was approved by the Company’s stockholders.

Item 8.01 Other Events

In a press release issued on March 29, 2019, Broadcom Inc. (“Broadcom”) announced that it intends to offer senior notes, subject to market conditions and other factors. The foregoing description is qualified in its entirety by reference to the press release dated March 29, 2019, a copy of which is filed as Exhibit 99.1 and incorporated by reference herein.

In a press release issued on March 29, 2019, Broadcom announced that it priced its previously announced offering of \$2,000 million in aggregate principal amount of 3.125% Senior Notes due 2021, \$1,500 million in aggregate principal amount of 3.125% Senior Notes due 2022, \$2,000 million in aggregate principal amount of 3.625% Senior Notes due 2024, \$2,500 million in aggregate principal amount of 4.250% Senior Notes due 2026 and \$3,000 million in aggregate principal amount of 4.750% Senior Notes due 2029. Broadcom intends to use the net proceeds from the sale of the notes to repay outstanding indebtedness under its existing credit agreement with Bank of America, N.A., as the administrative agent and the other lenders named therein. The securities are being sold in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The foregoing description is qualified in its entirety by reference to the press release dated March 29, 2019, a copy of which is filed as Exhibit 99.2 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 29, 2019, entitled “Broadcom Inc. Announces Private Offering of Senior Notes”
99.2	Press release, dated March 29, 2019, entitled “Broadcom Inc. Announces Pricing of Private Offering of Senior Notes”

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.

BROADCOM INC.

Date: April 1, 2019

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

Name: Thomas H. Krause, Jr.

Title: Chief Financial Officer

Broadcom Inc. Announces Private Offering of Senior Notes

SAN JOSE, Calif. – March 29, 2019 – Broadcom Inc. (Nasdaq: **AVGO**) (“Broadcom”) announced today that it intends to offer senior notes, subject to market conditions and other factors. The notes will be guaranteed on a senior unsecured basis by certain of Broadcom’s subsidiaries. Broadcom intends to use the net proceeds from the sale of the notes to repay outstanding indebtedness under its existing credit agreement.

The securities are being sold in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The securities have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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 the proposed offering and the use of proceeds therefrom and other statements identified by words such as “will”, “expect”, “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 Broadcom’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 risks associated with: our acquisition of CA, Inc., or CA, including (1) potential difficulties in employee retention, (2) unexpected costs, charges or expenses, and (3) our ability to successfully integrate CA’s business and achieve the anticipated benefits of the transaction; any loss of our significant customers and fluctuations in the timing and volume of significant customer demand; our dependence on contract manufacturing and outsourced supply chain; any other acquisitions we may make, including integrating acquired companies with our existing businesses and our ability to achieve the benefits, growth prospects and synergies expected by such acquisitions; our ability to accurately estimate customers’ demand and adjust our manufacturing and supply chain accordingly; our significant indebtedness and the need to generate sufficient cash flows to service and repay such debt; our dependency on a limited number of suppliers; dependence on and risks associated with distributors of our products; dependence on senior management and our ability to attract and retain qualified personnel; global economic conditions and concerns; quarterly and annual fluctuations in operating results; the amount and frequency of our stock repurchases; cyclicalities in the semiconductor industry or in our target markets; our competitive performance and ability to continue achieving design wins with our customers, as well as the timing of any design wins; prolonged disruptions of our or our contract manufacturers’ manufacturing facilities or other significant operations; our ability to improve our manufacturing efficiency and quality; 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 protect our intellectual property and the unpredictability of any associated litigation expenses; compatibility of our software products with operating environments, platforms or third-party products; our ability to enter into satisfactory software license agreements; sales to our government clients; availability of third party software used in our products; use of open source code sources in our products; any expenses or reputational damage associated with resolving customer product warranty and indemnification claims; 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; our ability to protect against a breach of security systems; changes in accounting standards; fluctuations in foreign exchange rates; our provision for income taxes and our overall cash tax costs, legislation that may impact our overall cash tax costs and our ability to maintain tax concessions in certain jurisdictions; 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. Actual results may vary from the estimates provided. We undertake no intent or obligation to publicly update or revise any of the estimates and other forward-looking statements made in this announcement, whether as a result of new information, future events or otherwise, except as required by law.

Contact:

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Beatrice F. Russotto
Investor Relations
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Broadcom Inc. Announces Pricing of Private Offering of Senior Notes

SAN JOSE, Calif. – March 29, 2019 – Broadcom Inc. (Nasdaq: AVGO) (“Broadcom”) announced today that it has priced the previously announced offering of \$2,000 million of 3.125% Senior Notes due 2021, \$1,500 million of 3.125% Senior Notes due 2022, \$2,000 million of 3.625% Senior Notes due 2024, \$2,500 million of 4.250% Senior Notes due 2026 and \$3,000 million of 4.750% Senior Notes due 2029. The closing of the offering is expected to occur on April 5, 2019, subject to customary closing conditions. The notes will be guaranteed on a senior unsecured basis by certain of Broadcom’s subsidiaries. Broadcom intends to use the net proceeds from the sale of the notes to repay outstanding indebtedness under its existing credit agreement.

The securities are being sold in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The securities have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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environments, platforms or third-party products; our ability to enter into satisfactory software license agreements; sales to our government clients; availability of third party software used in our products; use of open source code sources in our products; any expenses or reputational damage associated with resolving customer product warranty and indemnification claims; 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; our ability to protect against a breach of security systems; changes in accounting standards; fluctuations in foreign exchange rates; our provision for income taxes and our overall cash tax costs, legislation that may impact our overall cash tax costs and our ability to maintain tax concessions in certain jurisdictions; 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. Actual results may vary from the estimates provided. We undertake no intent or obligation to publicly update or revise any of the estimates and other forward-looking statements made in this announcement, whether as a result of new information, future events or otherwise, except as required by law.

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