

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

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

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

Singapore
(State or Other Jurisdiction of
Incorporation or Organization)

98-1254807
(I.R.S. Employer
Identification Number)

**1 Yishun Avenue 7
Singapore 768923
(65) 6755-7888**
(Address of Principal Executive Offices including Zip Code)

**Brocade Communications Systems, Inc. 2009 Stock Plan
Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan
Avago Technologies Limited 2009 Equity Incentive Award Plan
Broadcom Corporation 2012 Stock Incentive Plan**
(Full Title of the Plans)

**Corporation Service Company
1090 Vermont Avenue NW
Washington, D.C. 20005
Tel: (800) 222-2122**
(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**

**Mark Brazeal
Rebecca Boyden
c/o Broadcom Limited
1320 Ridder Park Drive
San Jose, California 95131
(408) 433-8000**

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," "smaller reporting company" and "emerging growth 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 ☐

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 (8)
Ordinary Shares, No Par Value				
Brocade Communications Systems, Inc. 2009 Stock Plan (the "Brocade 2009 Plan")	227,738(2)	\$262.52(6)	\$59,785,779.76	\$7,443.33
Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan (the "Brocade Inducement Plan")	175,578(3)	\$262.52(6)	\$46,092,736.56	\$5,738.55
Brocade Inducement Plan (outstanding share options)	8,248(3)	\$201.08(7)	\$1,658,519.39	\$206.49
Avago Technologies Limited 2009 Equity Incentive Award Plan (the "Avago 2009 Plan")	6,000,000(4)	\$262.52(6)	\$1,575,120,000.00	\$196,102.44
Broadcom Corporation 2012 Stock Incentive Plan (the "Broadcom 2012 Plan")	12,195,965(5)	\$262.52(6)	\$3,201,684,731.80	\$398,609.75
Total	18,607,529		\$4,884,341,767.51	\$608,100.56

- (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 in respect of the securities identified in the above table 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 of the Registrant.
- (2) Represents 227,738 Ordinary Shares of the Registrant issuable pursuant to outstanding restricted share units under the Brocade 2009 Plan.
- (3) Represents 8,248 Ordinary Shares of the Registrant issuable pursuant to outstanding share options and 175,578 Ordinary Shares of the Registrant issuable pursuant to outstanding restricted share units under the Brocade Inducement Plan.
- (4) Represents 6,000,000 Ordinary Shares issuable under the Avago 2009 Plan.
- (5) Represents 12,195,965 Ordinary Shares issuable under the Broadcom 2012 Plan.
- (6) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purposes of calculating the registration fee. Pursuant to Rule 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the average of the high and low prices of the Ordinary Shares as reported on the Nasdaq Global Select Market on November 15, 2017 of \$262.52.
- (7) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purposes of calculating the registration fee. Pursuant to Rule 457(h)(1) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the weighted average per share exercise price for the outstanding share options as of November 17, 2017 of \$201.0814.
- (8) A filing of \$3,773,360 was previously paid by the Registrant to the Securities and Exchange Commission (the "SEC" or the "Commission") in connection with the Joint Proxy Statement/Prospectus filed by the Registrant and Broadcom Cayman L.P. on Form S-4 (the "S-4 Registration Statement") with the SEC on July 29, 2015 (Commission File Numbers 001-37690 and 333-205938-01, respectively) for the offering of up to 266,529,244 exchangeable limited partnership units that were issued by Broadcom Cayman L.P. (the "Exchangeable Units"), the maximum number of Exchangeable Units estimated to have been issuable upon completion of the merger of Avago Technologies Limited and Broadcom Corporation, and the Ordinary Shares that may be allotted and issued upon exchange of such Exchangeable Units (in accordance with Rule 457(i) of the Securities Act). Additionally, the Registrant registered an additional 22,804,591 Ordinary Shares in connection with the Prospectus Supplement to the Prospectus dated March 4, 2016 (the "Prospectus Supplement"), filed by the Registrant pursuant to Rule 424(b)(5) on January 30, 2017 (Commission File Number 333-209923). Pursuant to Rule 457(p) of the Securities Act, \$1,863,078 of the previously paid registration fee was associated with unsold securities under the S-4 Registration Statement and the \$502,113.82 registration fee associated with the Prospectus Supplement was offset against the previously paid fee, leaving an additional \$1,360,964.18 currently available for offset against filing fees due for subsequent registration statements. Accordingly, no registration fee is payable with respect to the Ordinary Shares being registered hereunder, and following this offering, \$752,863.62 will remain available for future offset against registration fees that would otherwise be payable by the Registrant.

**Proposed sale to take place as soon after the effective date of the
Registration Statement as awards under the Plans are granted, exercised and/or distributed.**

EXPLANATORY NOTE

On November 2, 2016 the Registrant, Broadcom Corporation (“Broadcom”), Bobcat Merger Sub, Inc. (“Merger Sub”) and Brocade Communications Systems, Inc. (“Brocade”) entered into an Agreement and Plan of Merger (as amended, the “Merger Agreement”). Pursuant to the Merger Agreement, at the Effective Time (as defined in the Merger Agreement), Merger Sub was merged with and into Brocade, with Brocade continuing after the Merger as the surviving corporation and an indirect subsidiary of the Registrant. Pursuant to the Merger Agreement, at the Effective Time, among other things, the Registrant assumed the Brocade 2009 Plan and the Brocade Inducement Award Plan (collectively, the “Assumed Plans”) and certain options and restricted share units granted under the Assumed Plans, and such options will be exercisable (or will become exercisable in accordance with their terms) and restricted share units will settle, as applicable, for and cover, respectively, the Registrant’s Ordinary Shares to be subject to the terms and conditions of the underlying award agreement. The aggregate number of the Registrant’s Ordinary Shares to be subject to such options and restricted share units under the Assumed Plans will be 411,564. The Registrant is filing this Registration Statement to register such shares under the Securities Act.

In addition to the 411,564 Ordinary Shares being registered under the Assumed Plans, the Registrant is hereby registering an additional (i) 6,000,000 Ordinary Shares under the Avago 2009 Plan, which are currently available for issuance under the Avago 2009 Plan due to an automatic annual increase provision in the Avago 2009 Plan, and (ii) 12,195,965 Ordinary Shares under the Broadcom 2012 Plan, which will be available for issuance under the Broadcom 2012 Plan on January 2, 2018 due to an automatic annual increase provision in the Broadcom 2012 Plan.

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 Exchange 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 Limited 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”), the Registrant registered an aggregate of 32,761,012 Ordinary Shares issuable under the Avago 2009 Plan and 79,306,533 Ordinary Shares issuable under the Broadcom 2012 Plan. The February 2016 Registration Statement also registered an aggregate of 641,508 Ordinary Shares issuable under the Amended and Restated Equity Incentive Plan for Executive Employees of Avago Technologies Limited and Subsidiaries (the “Executive Plan”) and the Amended and Restated Equity Incentive Plan for Senior Management Employees of Avago Technologies Limited and Subsidiaries (the “Senior Management Plan,” and together with the Executive Plan, the “Prior Plans”), which shares become available for issuance under the Avago 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. In addition, by a registration statement on Form S-8 filed with the SEC on December 23, 2016, File No. 333-215291 (together with the February 2016 Registration Statement, the “Prior Registration Statements”), the Registrant registered an additional 6,000,000 Ordinary Shares issuable under the Avago 2009 Plan and 12,195,965 Ordinary Shares issuable under the Broadcom 2012 Plan. The Prior Registration Statements are currently effective.

The Registrant is hereby registering an additional (i) 6,000,000 Ordinary Shares under the Avago 2009 Plan, which are currently available for issuance under the Avago 2009 Plan due to an automatic annual increase provision in the 2009 Plan, and (ii) 12,195,965 Ordinary Shares under the Broadcom 2012 Plan, which will become available for issuance under the Broadcom 2012 Plan on January 2, 2018 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.

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) The Registrant’s Annual Report on Form 10-K for the fiscal year ended October 30, 2016, filed with the Commission on December 23, 2016.
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended January 29, 2017, April 30, 2017 and July 30, 2017, filed on March 9, 2017, June 8, 2017 and September 7, 2017, respectively.

- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the annual report referred to in (a) above.
- (d) The description of the Registrant's Ordinary Shares contained in the Registrant's final prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act on September 28, 2015 under the heading "Description of Holdco Share Capital" and in the Form 8-K12B filed on February 2, 2016.

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.

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 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Article 99 of the Registrant's Constitution provides that, subject to the provisions of and so far as may be permitted by the Singapore Companies Act, every director, secretary and other officer of the Registrant and its subsidiaries and affiliates, shall be indemnified by the Registrant against all costs, charges, losses, expenses and liabilities incurred by him or to be incurred by him in the execution and discharge of his duties or in relation thereto. Without prejudice to the generality of the foregoing, no director, secretary or other officer of the Registrant and its subsidiaries and affiliates shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Registrant through the insufficiency or deficiency of title to any property acquired by order of the board of directors of the Registrant for or on behalf of the Registrant or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Registrant shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, default, breach of duty or breach of trust.

Under the Singapore Companies Act, any provision that purports to exempt a director or officer of a company or by which a company directly or indirectly provides an indemnity for a director or officer of the company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void except that, in addition to purchasing and maintaining for any director and officer insurance against any liability attaching to such director or officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company, a company may indemnify such director or officer against any liability incurred by the director or officer to a person other than the company, except when the indemnity is against:

- (a) any liability of the director or officer to pay (i) a fine in criminal proceedings, or (ii) a penalty sum payable to a regulatory authority for non-compliance with any requirement of a regulatory nature; or
- (b) any liability incurred by the director or officer (i) in defending criminal proceedings in which he is convicted, (ii) in defending civil proceedings brought by the company or a related company in which judgment is given against such director or officer; or (iii) in connection with an application for relief under section 76A(13) or 391 of the Singapore Companies Act in which the court refuses to grant him relief.

The Registrant has entered into indemnification agreements with its officers and directors. These indemnification agreements provide the Registrant's officers and directors with indemnification to the maximum extent permitted by the Singapore Companies Act. The Registrant has also obtained a policy of directors' and officers' liability insurance that will insure directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances which are permitted under the Singapore Companies Act.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

See Index to Exhibits herein.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

EXHIBIT

4.1	<u>Brocade Communications Systems, Inc. 2009 Stock Plan, as amended and restated April 11, 2017 (incorporated by reference to Exhibit 10.2 from Brocade's current report on Form 8-K filed on April 12, 2017)</u>
4.2	<u>Amendment to the Brocade Communications Systems, Inc. 2009 Stock Plan, dated November 17, 2017</u>
4.3	<u>Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan, effective as of May 24, 2016 (incorporated by reference to Exhibit 10.1 from Brocade's Post-Effective Amendment Number 1 to Form S-4 on Form S-8 Registration Statement (Reg. No. 333-211823) filed on June 3, 2016)</u>
4.4	<u>Amendment to the Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan, dated November 17, 2017</u>
4.5	<u>Avago Technologies Limited 2009 Equity Incentive Award Plan (incorporated by reference to Exhibit 10.18 to Amendment No. 5 to Avago Technologies Limited's Registration Statement on Form S-1 (File No. 333-1531127) filed on July 27, 2009)</u>
4.6	<u>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)</u>
4.7	<u>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. 0001-67690) filed on December 23, 2016)</u>
5.1	<u>Opinion of Allen & Gledhill LLP Advocates and Solicitors, Singapore</u>
23.1	<u>Consent of Allen & Gledhill LLP Advocates and Solicitors, Singapore (included in Exhibit 5.1)</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
24.1	<u>Power of Attorney (included in the signature page to this registration statement)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 17th day of November 2017.

BROADCOM LIMITED

By: /s/ Hock E. Tan

Hock E. Tan
President and Chief Executive Officer

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 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hock E. Tan</u> Hock E. Tan	President and Chief Executive Officer and Director (Principal Executive Officer)	November 17, 2017
<u>/s/ Thomas H. Krause, Jr.</u> Thomas H. Krause, Jr.	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 17, 2017
<u>/s/ James V. Diller</u> James V. Diller	Chairman of the Board of Directors	November 17, 2017
<u>Lewis C. Eggebrecht</u>	Director	
<u>Kenneth Y. Hao</u>	Director	
<u>/s/ Eddy W. Hartenstein</u> Eddy W. Hartenstein	Director	November 17, 2017
<u>Check Kian Low</u>	Director	
<u>/s/ Donald Macleod</u> Donald Macleod	Director	November 17, 2017
<u>Peter J. Marks</u>	Director	
<u>/s/ Henry Samueli</u> Henry Samueli	Director	November 17, 2017
<u>/s/ Thomas H. Krause, Jr.</u> Thomas H. Krause, Jr.	Authorized Representative in the United States	November 17, 2017

**AMENDMENT TO THE
BROCADE COMMUNICATIONS SYSTEMS, INC.
2009 STOCK PLAN**

November 17, 2017

This Amendment (this “Amendment”) to Brocade Communications Systems, Inc. 2009 Stock Plan, as amended (the “Plan”) is effective as of the date first set forth above, such amendment being approved by the Board of Directors of Broadcom Limited (the “Company”) pursuant to Section 22(a) of the Plan. The Plan is hereby amended as follows:

1. The following will replace Section 2(k) of the Plan in its entirety:
“2(k) ‘Company’ means Broadcom Limited (Registration No. 201505572G), a limited company incorporated under the Republic of Singapore.”
2. All references to “ordinary shares,” “shares,” “stock,” “common stock,” “shares of common stock” or other similar terms in the Plan shall refer to the ordinary shares of the Company.
3. Except as provided in this Amendment, the Plan shall remain in full force and effect.

* * * * *

**AMENDMENT TO THE
BROCADE COMMUNICATIONS SYSTEMS, INC.
AMENDED AND RESTATED INDUCEMENT AWARD PLAN**

November 17, 2017

This Amendment (this “Amendment”) to the Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan, as amended (the “Plan”) is effective as of the date first set forth above, such amendment being approved by the Board of Directors of Broadcom Limited (the “Company”) pursuant to Section 20(a) of the Plan. The Plan is hereby amended as follows:

1. The following will replace Section 2(k) of the Plan in its entirety:
“2(k) ‘Company’ means Broadcom Limited (Registration No. 201505572G), a limited company incorporated under the Republic of Singapore.”
2. All references to “ordinary shares,” “shares,” “stock,” “common stock,” “shares of common stock” or other similar terms in the Plan shall refer to the ordinary shares of the Company.
3. Except as provided in this Amendment, the Plan shall remain in full force and effect.

* * * * *

Allen & Gledhill

WRITER'S NAME : Christopher Koh / Michelle Fum /
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OUR REF : CTJKOH/MFRX/YUYTN/1016003570
YOUR REF : -

17 November 2017

Broadcom Limited
1 Yishun Avenue 7
Singapore 768923

Dear Sirs

Registration Statement on Form S-8 of Broadcom Limited

1. Introduction

1.1 We refer to the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Broadcom Limited (“**Broadcom**”), a company incorporated under the laws of the Republic of Singapore, with the United States Securities and Exchange Commission on or about 17 November 2017, in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of up to an aggregate of 18,607,529 ordinary shares in the capital of Broadcom (the “**Registration Shares**”), subject to issuance by Broadcom:

1.1.1 upon the valid exercise of subscription rights represented by the outstanding share options (the “**Assumed Options**”) and the vesting of outstanding restricted share units as further described in paragraph 1.3 (the “**Assumed RSUs**”, and together with the Assumed Options, the “**Assumed Awards**”), in each case, deemed to have been granted by Broadcom under each of the following plans (collectively, the “**Brocade Plans**”):

- (i) the Brocade Communications Systems, Inc. 2009 Stock Plan; and
- (ii) the Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan; and

Allen & Gledhill LLP

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Allen & Gledhill LLP (UEN/Registration No. T07LL0925F) is registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A) with limited liability.

A list of the Partners and their professional qualifications may be inspected at the address specified above.

- 1.1.2 under each of the following plans (the “**Existing Plans**” and collectively with the Brocade Plans, the “**Plans**”) pursuant to an automatic increase provision therein:
- (i) the Avago Technologies Limited 2009 Equity Incentive Award Plan; and
 - (ii) the Broadcom Corporation 2012 Stock Incentive Plan.
- 1.2 The Assumed Options are deemed to have been granted by Broadcom upon the assumption by Broadcom at the Effective Time (as defined in the Merger Agreement (defined below)) of certain outstanding stock options (the “**Brocade Options**”) granted by Brocade Communications Systems, Inc. (“**Brocade**”), a company incorporated under the laws of the U.S. state of Delaware, and the conversion of such Brocade Options into options to purchase ordinary shares in the capital of Broadcom pursuant to Section 3.05 of the Agreement and Plan of Merger, made and entered into as of 2 November 2016 (as amended, the “**Merger Agreement**”), by and among (1) Broadcom, (2) Broadcom Corporation, (3) Bobcat Merger Sub, Inc. and (4) Brocade.
- 1.3 The Assumed RSUs are deemed to have been granted by Broadcom upon the assumption by Broadcom at the Effective Time of certain outstanding restricted stock units (the “**Brocade RSUs**”) granted by Brocade and the conversion of such Brocade RSUs into an award consisting of that number of restricted share units to be satisfied by the allotment and issuance of ordinary shares in the capital of Broadcom pursuant to Section 3.05 of the Merger Agreement.
- 1.4 This opinion is being rendered to you in connection with the filing of the Registration Statement and is strictly limited to the matters stated in it and does not apply by implication to other matters. Terms defined and references construed in the Merger Agreement have the same meaning and construction in this opinion unless otherwise defined herein.

2. Scope of Enquiry

2.1 For the purpose of rendering this opinion, we have examined:

- 2.1.1 an executed copy of the Merger Agreement in PDF format on Form 8-K/A, as Amendment No. 1 to the Current Report on Form 8-K, each filed on 2 November 2016 by Broadcom and Broadcom Cayman L.P. with the United States Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended;
- 2.1.2 a copy of the Constitution of Broadcom in force as at the date of this opinion (the “**Constitution**”);
- 2.1.3 a copy of the Certificate Confirming Incorporation of Company dated 26 September 2017 (the “**Certificate Confirming Incorporation of Company**”) issued by the Accounting and Corporate Regulatory Authority of Singapore, confirming that Broadcom was incorporated under the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) on and from 3 March 2015;
- 2.1.4 a copy of the resolutions in writing of the directors of Broadcom dated 29 January 2016 (excluding the exhibits thereto) (the “**2016 Board Resolutions**”);

- 2.1.5 a copy of the resolution passed by the sole shareholder of Broadcom on 31 January 2016 (excluding the exhibits thereto) (the “**2016 Shareholders’ Resolutions**”);
 - 2.1.6 copies of (i) the minutes of a meeting of the Board of Directors of Broadcom held on 31 August 2016 (including a copy of the Executive Committee Charter of the Broadcom adopted by Broadcom at such meeting (the “**Executive Committee Charter**”) and excluding all other exhibits thereto) and (ii) the minutes of a meeting of the Board of Directors of Broadcom held on 1 March 2017 (but excluding Exhibit A thereto) (the meetings of the Board of Directors of Broadcom referred to in this paragraph 2.1.6, collectively, the “**Board Meetings**”);
 - 2.1.7 a copy of the Notice of Annual General Meeting of Broadcom held on 5 April 2017;
 - 2.1.8 a copy of the Current Report on Form 8-K, filed on 6 April 2017 by Broadcom with the U.S. Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, relating to the results of the Annual General Meeting of Broadcom held on 5 April 2017 (the “**2017 Shareholders’ Resolutions**”);
 - 2.1.9 a copy of the resolutions in writing of the Executive Committee of the Board of Directors of Broadcom formed pursuant to Article 69(a) of the Constitution (the “**Executive Committee**”) passed on 16 November 2017 (excluding the exhibits thereto) (the “**2017 Executive Committee Resolutions**”); and
 - 2.1.10 such other documents and matters as we have considered necessary or desirable to examine in order that we may give this opinion, subject to the assumptions, limitations and qualifications stated herein.
- 2.2 This opinion is limited to the documents referred to above and we have not examined any contract, instrument or other document entered into by or affecting Broadcom or any of the corporate records of Broadcom, and we have not made any other enquiries concerning Broadcom.
3. **Assumptions**
- We have assumed for the purpose of rendering this opinion:
- 3.1 the matters approved by the Executive Committee under the 2017 Executive Committee Resolutions are within the scope of authority and powers granted to the Executive Committee pursuant to the Executive Committee Charter;
 - 3.2 that the Merger Agreement is within the capacity and powers of, and has been validly authorised by, each party thereto and has been validly executed in the form examined by us for the purpose of rendering this opinion, duly and properly completed, and delivered by or on behalf of each such party thereto;

- 3.3 copies of all documents referred to in paragraph 2.1 conform in all respects to the originals;
- 3.4 copies of all documents referred to in paragraph 2.1 are true, complete and up-to-date copies;
- 3.5 each signature is the genuine signature of the individual concerned and all stamps and seals are genuine and affixed as prescribed in the Constitution;
- 3.6 all facts stated in all documents referred to in paragraph 2.1 are correct;
- 3.7 that each of the 2016 Shareholders' Resolutions, the 2017 Shareholders' Resolutions, the 2016 Board Resolutions and the 2017 Executive Committee Resolutions and the board resolutions of Broadcom passed during the Board Meetings have not been rescinded or modified and all authorisations and approvals conferred thereby remain in full force and effect and that no other resolution or other action has been taken which may affect the validity of those resolutions;
- 3.8 that all relevant documents have been provided to us by the officers of Broadcom for inspection for purposes of this opinion;
- 3.9 that there are no provisions of the laws of any jurisdiction other than Singapore which would be contravened by the execution or delivery of the Merger Agreement or the allotment and issue of the Registration Shares and that, in so far as any obligation expressed to be incurred or performed under the Merger Agreement and/or any of the Plans is to be performed in, or is otherwise subject to the laws of, any jurisdiction other than Singapore, its performance will not be illegal or ineffective by virtue of the laws of that jurisdiction and all such laws have been or will be complied with;
- 3.10 that the choice of the respective governing laws of the Merger Agreement and each of the Plans has been made in good faith and will be regarded as a valid and binding selection which will be upheld in the United States federal or state courts, as a matter of the respective applicable laws governing the Merger Agreement and each of the Plans, and all other relevant laws except the laws of Singapore;
- 3.11 that all consents, approvals, authorisations, licences, exemptions, or orders required from any governmental or other regulatory authorities outside Singapore and all other requirements outside Singapore for the legality, validity and enforceability of the Merger Agreement and/or the Plans have been 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 satisfied;
- 3.12 that there are no agreements, documents, arrangements or transactions to which Broadcom is a party that may in any way prohibit or restrict the allotment and issue of the Registration Shares;
- 3.13 that Broadcom is solvent at the relevant time of the allotment and issuance of any of the Registration Shares, including pursuant to the exercise or vesting of any Assumed Awards;
- 3.14 that individual grants, purchases and issuances under the relevant Plan will be duly authorised by all necessary corporate actions of Broadcom;

- 3.15 that such individual grants, purchases and issuances are made under the relevant Plan and the Registration Shares are duly allotted and issued in accordance with the requirements of applicable law (other than the laws of the Republic of Singapore), the rules of the relevant Plan and in compliance with section 77 of the Companies Act;
- 3.16 that Broadcom will have, at the time of the individual grants, purchases and issuances of the Registration Shares, obtained a mandate from shareholders of Broadcom to issue ordinary shares in the capital of Broadcom pursuant to section 161 of the Companies Act (the “**Share Issue Mandate**”) and such Share Issue Mandate will not have expired in accordance with its terms or been previously revoked or varied by Broadcom in a general meeting; and
- 3.17 the share certificates in respect of the Registration Shares will be issued by the share registrar and transfer agent of Broadcom in accordance with the Constitution (as amended from time to time) and the Companies Act.

4. Opinion

- 4.1 Based on the documents referred in paragraph 2.1 and the assumptions in paragraph 3 and subject to the qualifications set out in paragraph 5 and any matters not disclosed to us, we are of the opinion that the Registration Shares to be allotted and issued by Broadcom:

4.1.1 upon the:

- (i) valid exercise of the subscription rights represented by the outstanding Assumed Options deemed to have been granted in accordance with the terms of such Assumed Options, against full payment of the applicable exercise price;
- (ii) vesting of the rights represented by the outstanding Assumed RSUs deemed to have been granted in accordance with the terms of such Assumed RSUs; and/or
- (iii) valid exercise and/or vesting of the rights deemed to have been granted under the Existing Plans in accordance with the terms of such grants, against full payment of the applicable exercise price (if any);

4.1.2 when represented by the share certificates issued by Broadcom in respect of such Registration Shares; and

4.1.3 duly registered in the register of members of Broadcom, in the name of the persons who have been allotted and issued the Registration Shares, or in the name of CEDE & Co., a partnership organized pursuant to the laws of the State of New York, in the United States of America, as nominee of The Depository Trust Company, as the case may be,

will be validly allotted and issued and credited as fully paid in accordance with the laws of Singapore and non-assessable.

- 4.2 For the purposes of this opinion, we have assumed that the term “non-assessable” (a term which has no recognised meaning under Singapore law) in relation to the Registration Shares to be allotted and issued means under Singapore law that holders of such Registration Shares, having fully paid up all amounts due on such Registration Shares as to the issue price thereon, are under no further personal liability to contribute to the assets or liabilities of Broadcom in their capacities purely as holders of such Registration Shares.

5. Qualifications

This opinion is subject to the following qualifications:

- 5.1 this opinion is given on the basis that there will be no amendment to or termination or replacement of the documents, authorisations and approvals referred to in paragraph 2.1 of this opinion. We undertake no responsibility to notify the addressee of this opinion of any changes after the date of this opinion that may alter, affect or modify the opinion expressed herein;
- 5.2 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 2.1. In addition, we are not responsible for investigating or verifying that no material facts have been omitted from any document described in paragraph 2.1;
- 5.3 we express no opinion as to the validity, binding effect or enforceability of any provision in the Plans or, where applicable, the Registration 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, as currently applied by the courts of the Republic of Singapore and published and in effect on the date of this opinion, and is given on the basis that it (including all terms used in 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 or (except as otherwise expressly provided herein) any factual matters;
- 5.4 with respect to matters of fact material to this opinion, we have relied on the statements of the responsible officers of Broadcom; and
- 5.5 our opinion is strictly limited to matters stated herein and is not to be construed as extending by implication to all the documents listed in paragraph 2.1, or to any other matter or document in connection with, or referred to, in such document.

6. Disclosure and Reliance

- 6.1 Subject to the foregoing, we consent to the use and filing of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement.

In giving this consent, we do not hereby admit and shall not be deemed to admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act.

- 6.2** In addition, save for the filing of this opinion 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 anyone without our prior written consent.

Yours faithfully

/s/ Allen & Gledhill LLP
Allen & Gledhill 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 23, 2016 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting of Broadcom Limited, which appears in Broadcom Limited's Annual Report on Form 10-K for the year ended October 30, 2016.

/s/ PricewaterhouseCoopers LLP

San Jose, California

November 17, 2017