

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

BROADCOM CORPORATION

(Exact name of registrant as specified in its charter)

California(State or other jurisdiction
of incorporation or organization)**33-0480482**

(IRS Employer Identification No.)

16215 Alton Parkway, Irvine, California 92618

(Address of principal executive offices) (Zip code)

**Broadcom Corporation 1998 Stock Incentive Plan, as amended and restated
Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated**

(Full title of the Plans)

David A. Dull, Esq.**Vice President of Business Affairs, General Counsel and Secretary****Broadcom Corporation****16215 Alton Parkway, Irvine, California 92618**

(Name and address of agent for service)

(949) 450-8700

(Telephone number, including area code, of agent for service)

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
Broadcom Corporation 1998 Stock Incentive Plan Class A Common Stock, \$.0001 par value	25,501,177	\$20.01(2)	\$510,278,551.77(2)	\$41,281.53
Broadcom Corporation 1998 Employee Stock Purchase Plan Class A Common Stock, \$.0001 par value	694,509	\$20.01(2)	\$ 13,897,125.09(2)	\$ 1,124.28
Total	26,195,686		\$524,175,676.86	\$42,405.81

(1) This Registration Statement shall also cover any additional shares of Broadcom's Class A Common Stock that become issuable under (a) the Broadcom Corporation 1998 Stock Incentive Plan, as amended and restated, and (b) the Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Broadcom's receipt of consideration that results in an increase in the number of Broadcom's outstanding shares of Class A Common Stock.

(2) Calculated solely for the purpose of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), on the basis of the

high and low selling prices per share of Broadcom's Class A common stock on August 6, 2003, as reported on the Nasdaq National Market.

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PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

Broadcom Corporation hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "SEC"):

- (a) Broadcom's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed March 31, 2003 with the SEC;
- (b) Broadcom's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2003, filed May 15, 2003 with the SEC, and for the fiscal quarter ended June 30, 2003, filed August 11, 2003 with the SEC;
- (c) All other reports filed pursuant to Section 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 2002; and
- (d) Broadcom's Registration Statement No. 000-23993 on Form 8-A filed April 6, 1998 with the SEC, including any other amendments or reports filed for the purpose of updating such description, in which there are described the terms, rights and provisions applicable to Broadcom's Class A Common Stock.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K under the Exchange Act shall not be incorporated by reference into this Registration Statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also 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

Broadcom's Articles of Incorporation limit the personal liability of its directors for monetary damages to the fullest extent permitted by the California General Corporation Law (the "California Law"). Under the California Law, a director's liability to a company or its shareholders may not be limited with respect to the following items: (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the company or its shareholders or that involve the absence of good faith on the part of the director, (iii) any transaction from which a director derived an improper personal

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benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the company or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of a serious injury to the company or its shareholders, (v) acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the company or its shareholders, (vi) contracts or transactions between the company and a director within the scope of Section 310 of the California Law, (vii) improper distributions, loans and guarantees under Section 316 of the California Law, (viii) acts or omissions occurring prior to the date such provision eliminating or limiting the personal liability of a director became effective or (ix) acts or omissions as an officer, notwithstanding that the officer is also a director or that his or her actions, if negligent or improper, have been ratified by the directors. The limitation of liability does not affect the availability of injunctions and other equitable remedies available to Broadcom's shareholders for any violation by a director of the director's fiduciary duty to Broadcom or its shareholders.

Broadcom's Articles of Incorporation also include an authorization for Broadcom to indemnify its "agents" (as defined in Section 317 of the California Law) through bylaw provisions, by agreement or otherwise, to the fullest extent permitted by law. Pursuant to this provision, Broadcom's Bylaws provide for indemnification of Broadcom's directors. In addition, Broadcom may, at its discretion, provide indemnification to persons whom Broadcom is not obligated to indemnify, including its officers, employees and other agents. The Bylaws also allow Broadcom to enter into indemnity agreements with individual directors, officers, employees and other agents. These indemnity agreements have been entered into with all directors and executive officers and provide the maximum indemnification permitted by law. These agreements, together with Broadcom's Bylaws and Articles of Incorporation, may require Broadcom, among other things, to indemnify these directors or executive officers (other than for liability resulting from willful misconduct of a culpable nature), to advance expenses to them as they are incurred, provided that they undertake to repay the amount advanced if it is ultimately determined by a court of competent jurisdiction that they are not entitled to indemnification, and to obtain directors' and officers' insurance if available on reasonable terms. Section 317 of the California Law and Broadcom's Bylaws make provision for the indemnification of officers, directors and other corporate agents in terms sufficiently broad to indemnify such persons, under certain circumstances, for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed

Not Applicable.

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Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	Instruments Defining the Rights of Shareholders. Reference is made to Broadcom's Registration Statement No. 000-23993 on Form 8-A, together with the amendments and exhibits thereto, which is incorporated herein by reference pursuant to Item 3(d).
5.1	Opinion and consent of Morgan Lewis & Bockius LLP.
23.1	Consent of Independent Auditors.
23.2	Consent of Morgan Lewis & Bockius LLP is contained in Exhibit 5.1.
24.1	Power of Attorney. Reference is made to page II-5 of this Registration Statement.
99.1*	Broadcom Corporation 1998 Stock Incentive Plan (as amended and restated through July 18, 2003).
99.2**	Broadcom Corporation 1998 Employee Stock Purchase Plan (as amended and restated through March 21, 2003).

* Exhibit 99.1 is incorporated herein by reference to Exhibit 10.1 to Broadcom's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, filed August 11, 2003 with the SEC.

** Exhibit 99.2 is incorporated herein by reference to Exhibit 10.5 to Broadcom's Annual Report on Form 10-K for the year ended December 31, 2002, filed March 31, 2003 with the SEC.

Item 9. Undertakings

A. The undersigned 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, (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 and (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 clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into 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; and (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 offerings under the Broadcom Corporation 1998 Stock Incentive Plan, as amended and restated, and the Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated.

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 Section 15(d) of the Exchange Act that is incorporated by reference into 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.

C. Insofar as indemnification for liabilities arising under the Securities Act may be

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permitted to directors, officers and controlling persons of the registrant pursuant to the indemnification provisions summarized in Item 6 above, 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.

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 Irvine, California, on this 12th day of August, 2003.

BROADCOM CORPORATION

By: /s/ Alan E. Ross

Alan E. Ross
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Broadcom Corporation, a California corporation, do hereby constitute and appoint Alan E. Ross and Henry Samueli and each of them, their lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan E. Ross</u> Alan E. Ross	President and Chief Executive Officer (Principal Executive Officer)	August 12, 2003
<u>/s/ Henry Samueli</u> Henry Samueli, Ph.D.	Chairman and Chief Technical Officer	August 12, 2003
<u>/s/ William J. Ruehle</u> William J. Ruehle	Vice President and Chief Financial Officer (Principal Financial Officer)	August 12, 2003
<u>/s/ Bruce E. Kiddoo</u> Bruce E. Kiddoo	Vice President and Corporate Controller (Principal Accounting Officer)	August 12, 2003

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George L. Farinsky</u> George L. Farinsky	Director	August 12, 2003
<u>/s/ John Major</u> John Major	Director	August 12, 2003
<u>/s/ Robert E. Switz</u> Robert E. Switz	Director	August 12, 2003
<u>/s/ Werner F. Wolfen</u> Werner F. Wolfen	Director	August 12, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS

TO

FORM S-8

UNDER THE

SECURITIES ACT OF 1933

BROADCOM CORPORATION

EXHIBIT INDEX

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** Exhibit 99.2 is incorporated herein by reference to Exhibit 10.5 to Broadcom's Annual Report on Form 10-K for the year ended December 31, 2002, filed March 31, 2003 with the SEC.

EXHIBIT 5.1

OPINION AND CONSENT OF MORGAN LEWIS & BOCKIUS LLP

August 12, 2003

Broadcom Corporation
16215 Alton Parkway
Irvine, California 92618

Re: Broadcom Corporation Registration Statement on Form S-8 for Offering of an Aggregate of 26,195,686 Shares of Class A Common Stock (the "Shares")

Ladies and Gentlemen:

We have acted as counsel to Broadcom Corporation, a California corporation (the "Company") in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), of (i) an additional 25,501,177 shares of the Company's Class A Common Stock, \$.0001 par value, issuable under the Broadcom Corporation 1998 Stock Incentive Plan, as amended and restated (the "Broadcom Incentive Plan"), and (ii) an additional 694,509 shares of the Company's Class A Common Stock, \$.0001 par value, issuable under the Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated (the "Broadcom Employee Stock Purchase Plan" and, together with the Broadcom Incentive Plan, the "Broadcom Plans").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company's charter documents and the corporate proceedings taken by the Company in connection with the establishment and amendment of the Broadcom Plans. Based on such review, we are of the opinion that if, as and when the Shares are issued and sold (and the consideration therefor received) pursuant to (a) the provisions of option agreements duly authorized under the Broadcom Incentive Plan and in accordance with the Registration Statement, (b) duly authorized direct stock issuances under the Broadcom Incentive Plan and in accordance with the Registration Statement, or (c) duly authorized stock purchases under the Broadcom Employee Stock Purchase Plan and in accordance with the Registration Statement, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Broadcom Plans or the Shares.

Very truly yours,

MORGAN LEWIS & BOCKIUS LLP

/s/ Morgan Lewis & Bockius LLP

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Broadcom Corporation pertaining to (i) the Broadcom Corporation 1998 Stock Incentive Plan, as amended and restated, and (ii) the Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated, of our reports dated January 23, 2003 (except Notes 11 and 14, as to which the date is March 27, 2003), with respect to the consolidated financial statements and schedule of Broadcom Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Orange County, California
August 12, 2003