

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AVAGO TECHNOLOGIES LIMITED

(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction of
incorporation or organization)

3674
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer Identification No.)

**1 Yishun Avenue 7
Singapore 768923
(65) 6755-7888**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Christopher L. Kaufman
Anthony J. Richmond
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600**

**William H. Hinman, Jr.
Simpson Thacher & Bartlett LLP
2550 Hanover Street
Palo Alto, California 94304
Telephone: (650) 251-5000
Facsimile: (650) 251-5002**

Approximate date of commencement of proposed sale to the public: **As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ (File No. 333-153127)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act :

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☐

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Ordinary Shares, no par value per share	8,280,000	\$15.00	\$124,200,000	\$6,931

(1) Includes 1,080,000 ordinary shares that the underwriters have the option to purchase to cover overallocments, if any.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 (the “**462(b) Registration Statement**”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purposes of registering 8,280,000 ordinary shares, no par value per share, of Avago Technologies Limited (the “**Registrant**”). This 462(b) Registration Statement relates to the initial public offering of ordinary shares contemplated by the Registration Statement on Form S-1 (File No. 333-153127), which was initially filed on August 21, 2008, and which, as amended, was declared effective by the Securities and Exchange Commission (the “**Commission**”) on August 5, 2009. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (File No. 333-153127), including the exhibits thereto, are hereby incorporated by reference into this 462(b) Registration Statement.

CERTIFICATION

We hereby certify to the Commission that the Registrant has previously paid to the Commission amounts sufficient to cover the filing fee set forth on the cover page of this 462(b) Registration Statement for the additional ordinary shares being registered hereby in connection with the Registration Statement on Form S-1 (File No. 333-153127).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 5th day of August, 2009.

AVAGO TECHNOLOGIES LIMITED

By: /s/ PATRICIA H. MCCALL

Name: Patricia H. McCall

Title: Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities indicated below on the 5th day of August, 2009.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hock E. Tan	President and Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2009
* _____ Douglas R. Bettinger	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 5, 2009
* _____ Dick M. Chang	Chairman of the Board of Directors	August 5, 2009
* _____ Adam H. Clammer	Director	August 5, 2009
* _____ James A. Davidson	Director	August 5, 2009
* _____ James Diller	Director	August 5, 2009
* _____ James H. Greene, Jr.	Director	August 5, 2009
* _____ Kenneth Y. Hao	Director	August 5, 2009
* _____ John R. Joyce	Director	August 5, 2009
* _____ David M. Kerko	Director	August 5, 2009
* _____ Justine Lien	Director	August 5, 2009

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Donald Macleod	Director	August 5, 2009
* _____ Bock Seng Tan	Director	August 5, 2009
* _____ Douglas R. Bettinger	Authorized Representative in the United States	August 5, 2009

By: /S/ PATRICIA H. MCCALL
 Patricia H. McCall
 Attorney-in-Fact

EXHIBIT INDEX

All exhibits filed with or incorporated by reference in Registration Statement on Form S-1 (File No. 333-153127) are incorporated by reference into, and shall be deemed a part of, this 462(b) Registration Statement, except the following, which are filed herewith.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of WongPartnership LLP.
23.1	Consent of WongPartnership LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.3	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
24.1	Powers of Attorney (included in Registrant's Registration Statement on Form S-1 (File No. 333-153127) and Amendment No. 2 to such Registration Statement filed with the Commission on August 21, 2008 and July 2, 2009, respectively).

WONGPARTNERSHIP

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Main Line

Capital Markets / Finance / Corporate / Corporate Real Estate
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WongPartnership LLP
One George Street #20-01
Singapore 049145

Email: contactus@wongpartnership.com
Website: www.wongpartnership.com.sg
(A full partners' list is available upon request)

TO
Ref:

FROM
Ref: RT/LCS/CTM/20081730

Fax: +65 6532 5711

Direct: +65 6416 8207

Email: Raymond.tong@wongpartnership.com

Date: 5 August 2009

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

Dear Sirs

AVAGO TECHNOLOGIES LIMITED (THE "COMPANY") – REGISTRATION STATEMENT IN RESPECT TO THE PUBLIC OFFERING OF CERTAIN SHARES OF THE COMPANY

A. Introduction

1. We have acted as Singapore legal advisers to Avago Technologies Limited (the "**Company**"), a company incorporated under the laws of Singapore, in connection with its filing with the Securities and Exchange Commission (the "**SEC**") in the United States of America of a registration statement on Form S-1 (File No. 333-153127) (as amended, the "**Registration Statement**") and a new registration statement filed pursuant to Rule 462(b) (the "**462(b) Registration Statement**") under the Securities Act of 1933, as amended (the "**Securities Act**"). The 462(b) Registration Statement covers the public offering (the "**Offering**") of (a) an additional 7,200,000 ordinary shares of the Company being offered by certain shareholders of the Company (the "**Additional Vendor Shares**") and (b) up to an additional 1,080,000 ordinary shares which may be purchased by the underwriters pursuant to an option to purchase additional shares granted by such shareholders (the "**Additional Vendor Option Shares**") pursuant to the Final Underwriting Agreement (as defined below).

B. Documents

2. In rendering this opinion, we have examined:
 - 2.1 a copy of the certificate of incorporation of the Company;
 - 2.2 a copy of the memorandum of association and articles of association of the Company, as amended as of 22 November 2005;
 - 2.3 a copy of the minutes and resolutions in writing of the Board of Directors of the Company dated 21 August 2008, 27 July 2009 and 4 August 2009 (the "**Board Resolutions**");
 - 2.4 a copy of the minutes and resolutions passed by the shareholders of the Company on 31 July 2009 (the "**Company Shareholders' Resolutions**");

- 2.5 a copy of the Registration Statement and the 462(b) Registration Statement as filed with the SEC;
 - 2.6 the proposed form of the underwriting agreement (as filed with the SEC on 5 August 2009) (the “**Draft Underwriting Agreement**”) to be entered into among (i) the Company; (ii) certain shareholders of the Company (the “**Selling Shareholders**”) and (iii) Deutsche Bank Securities Inc., Barclays Capital Inc., Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc. (as representatives of the several underwriters named in Schedule I of the Draft Underwriting Agreement) (the “**Underwriters**”); and
 - 2.7 such other documents as we may have considered necessary or desirable in order that we may render this opinion.
3. Save as expressly provided in paragraph 5 of this legal opinion, we express no opinion whatsoever with respect to any agreement or document described in paragraphs 2 and 7 of this opinion.

C. Assumptions

4. We have assumed (without enquiry):
- 4.1 the genuineness of all signatures on all documents and the completeness, and the conformity to original documents, of all copies submitted to us;
 - 4.2 that the facts stated in all documents submitted to us are correct;
 - 4.3 any signatures and seals on the documents reviewed by us are genuine;
 - 4.4 that the copies of the Board Resolutions and the Company Shareholders’ Resolutions submitted to us for examination are true, complete and up-to-date copies, have not been amended or rescinded and are in full force and effect and no other action has been taken which may affect the validity of the Board Resolutions or the Company Shareholders’ Resolutions, as the case may be;
 - 4.5 (a) that the information disclosed in the searches made on 5 August 2009 at the Accounting and Corporate Regulatory Authority of Singapore against the Company (the “**ACRA Searches**”) are true and complete, (b) that such information has since not then been materially altered and (c) that the ACRA Searches did not fail to disclose any material information which has been delivered for filing but did not appear on the public file at the time of the ACRA Searches; and
 - 4.6 the Draft Underwriting Agreement submitted to us is not materially different from the final underwriting agreement to be executed in relation to the Offering (the “**Final Underwriting Agreement**”).

D. Opinion

5. Based on the foregoing and subject to the assumptions set out in this opinion and having regard to such legal considerations as we have deemed relevant and subject to any matters not disclosed to us, we are of the opinion that:
 - 5.1 the 151,309 Additional Vendor Shares and the 9,258 Additional Vendor Option Shares to be issued pursuant to the exercise of options granted under the Amended and Restated Equity Incentive Plan for Executive Employees of Avago Technologies Limited and Subsidiaries and the Amended and Restated Equity Incentive Plan for Senior Management Employees of Avago Technologies Limited and Subsidiaries, each as approved by the shareholders of the Company on 11 April 2007 (the “**Share Option Plans**”), when issued and delivered in accordance with the terms of the Final Underwriting Agreement and the respective Share Option Plans, as the case may be, will be duly authorised by the Company for issuance and subscription and will be validly issued, fully paid and non-assessable; and
 - 5.2 the 7,048,691 Additional Vendor Shares and 1,070,742 Additional Vendor Option Shares, which have been issued as the date of this letter, are duly authorised by the Company for issuance and subscription and are (a) validly issued and non-assessable and (b) fully paid.
6. For the purposes of this legal opinion, we have assumed that the term “non-assessable” (a term which has no recognised meaning under Singapore law) in relation to the Additional Vendor Shares and Additional Vendor Option Shares to be offered means that holders of such shares, having fully paid up all amounts due on such shares, are under no further personal liability to contribute to the assets or liabilities of the Company in their capacities purely as holders of such shares.
7. In rendering our opinion in paragraph 5.2(b) above, we have received and relied upon as to factual matters, (a) a certificate (the “**Company Certificate**”) dated 5 August 2009 from Ms Patricia McCall, a duly authorised officer of the Company, and (b) the ACRA Searches. Save for the ACRA Searches, we have made no independent investigation into any factual matters set out in the Company Certificate and we have not ourselves checked the accuracy or completeness or otherwise verified the factual matters furnished in the Company Certificate.
8. This opinion relates only to the laws of general application of the Republic of Singapore as at the date hereof and as currently applied by the Singapore courts, and is given on the basis that it will be governed by and construed in accordance with the laws of the Republic of Singapore. We have made no investigation of, and do not express or imply any views on, the laws of any country other than the Republic of Singapore.
9. With respect to matters of fact material to this opinion, we have relied on the statements of the responsible officers of the Company.
10. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement and to the use of our name under the caption “Legal

Matters” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act.

11. The opinion given herein is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter in connection with the Offering, or otherwise including, but without limitation, any other document signed in connection with the Offering. Further, save for the filing of this opinion with the SEC as an exhibit to the Registration Statement, this opinion is not to be circulated to, or relied upon by, any other person (other than persons entitled to rely on it pursuant to applicable provisions of federal securities law in the United States, if applicable) or quoted or referred to in any public document or filed with any governmental body or agency without our prior written consent.

Yours faithfully,

/s/ WongPartnership LLP

WongPartnership LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Avago Technologies Limited of our report dated December 16, 2008 relating to the financial statements and financial statement schedule of Avago Technologies Limited, which appears in Avago Technologies Limited's Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-153127). We also consent to the reference to us under the heading "Experts" in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-153127).

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 5, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Avago Technologies Limited of our report dated June 5, 2006, except for the effects of discontinued operations discussed in Note 17, as to which the date is December 16, 2008, relating to the financial statements of the Semiconductor Products Business, a business segment of Agilent Technologies, Inc., which appears in Avago Technologies Limited's Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-153127). We also consent to the reference to us under the heading "Experts" in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-153127).

/s/ PricewaterhouseCoopers LLP

San Jose, California

August 5, 2009