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

FORM S-8
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)

98-0682363
(I.R.S. Employer
Identification Number)

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

(Address, including zip code of registrant's principal executive offices)

Avago Technologies Limited 2009 Equity Incentive Award Plan
Avago Technologies Limited Employee Share Purchase Plan
(Full Title of the Plan)

Corporation Service Company
1090 Vermont Avenue NW
Washington, D.C. 20005
Tel: (800) 222-2122
(Name and address of agent for service)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting 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 ☐

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
Ordinary Shares, No Par Value	12,000,000 (2)	\$32.97 (3)	\$395,640,000	\$45,340.34
Ordinary Shares, No Par Value	2,000,000 (4)	\$28.03 (5)	\$56,060,000	\$6,424.48

- (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 that will become issuable under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the “2009 Plan”) and the Avago Technologies Limited Employee Share Purchase Plan (the “ESPP”) 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. Pursuant to Rule 416(c), this Registration Statement shall also be deemed to register an indeterminate amount of interests in the ESPP.
- (2) Represents 12,000,000 Ordinary Shares issuable under the 2009 Plan, which is the sum of: (i) 6,000,000 Ordinary Shares reserved for issuance under the 2009 Plan; and (ii) 6,000,000 Ordinary Shares that will become available for issuance under the 2009 Plan on October 29, 2012.
- (3) This estimate is made pursuant to Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$32.97, which is the average of the high and low prices for the Registrant’s Ordinary Shares as reported on The Nasdaq Global Select Market on September 26, 2012.
- (4) Represents 2,000,000 Ordinary Shares reserved for issuance under the ESPP.
- (5) This estimate is made pursuant to Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$28.03, which is 85% of the average of the high and low prices for the Registrant’s Ordinary Shares as reported on The Nasdaq Global Select Market on September 26, 2012. Pursuant to the ESPP, the purchase price of the Ordinary Shares to be issued thereunder is 85% of the lower of the fair market value of the Ordinary Shares on the first trading day of each offering period or on the last trading day of each offering period.

**Proposed sale to take place as soon after the registration statement is
declared effective as awards under the plans are exercised and/or vest.**

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on September 4, 2009, File No. 333-161746 (the “Original 2009 Plan Registration Statement”), Avago Technologies Limited (the “Registrant”) registered 20,000,000 ordinary shares, no par value (the “Ordinary Shares”), issuable under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the “2009 Plan”). The Original 2009 Plan Registration Statement also registered an aggregate of 20,790,281 Ordinary Shares issuable under the Equity Incentive Plan for Executive Employees of Avago Technologies Limited and Subsidiaries, as amended to date (the “Executive Plan”) and the Equity Incentive Plan for Senior Management Employees of Avago Technologies Limited and Subsidiaries, as amended to date (the “Senior Management Plan,” and together with the Executive Plan, the “Prior Plans”), which shares become available for issuance under the 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. The Original 2009 Plan Registration Statement is currently effective.

By a registration statement on Form S-8 filed with the SEC on September 2, 2010, File No. 333-169172 (the “Original ESPP Registration Statement”), the Registrant registered 8,000,000 Ordinary Shares available for purchase under the Avago Technologies Limited Employee Share Purchase Plan (the “ESPP”). The Original ESPP Registration Statement is currently effective.

The Registrant is hereby registering (i) an additional 12,000,000 Ordinary Shares under the 2009 Plan, 6,000,000 of which are currently available for issuance under the 2009 Plan due to an automatic annual increase provision in the 2009 Plan and the remaining 6,000,000 of which will become available for issuance under the 2009 Plan on October 29, 2012 due to the automatic annual increase provision in the 2009 Plan and (ii) an additional 2,000,000 Ordinary Shares available for purchase under the ESPP due to an automatic annual increase provision in the ESPP.

Pursuant to Instruction E of Form S-8, the contents of the Original 2009 Plan Registration Statement and the Original ESPP Registration Statement are incorporated by reference in this registration statement on Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Avago Technologies Limited is sometimes referred to as “Registrant,” “we,” “us” or “our.”

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:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended October 30, 2011, filed by the Registrant with the SEC on December 16, 2011.
- (b) The quarterly reports on Form 10-Q for the fiscal quarters ended January 29, 2012, April 29, 2012 and July 29, 2012, filed by the Registrant with the SEC on March 8, 2012, June 8, 2012 and August 30, 2012, respectively.
- (c) The current reports on Form 8-K filed by the Registrant with the SEC on January 20, 2012, April 5, 2012 and August 10, 2012.
- (d) The description of the Registrant’s Ordinary Shares contained in the Registrant’s registration statement on Form 8-A (Registration No. 001-34428), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on August 3, 2009.

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 the 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 that is deemed to be furnished and not filed under such provisions. For the purposes of this registration statement, 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.

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 27th day of September, 2012.

AVAGO TECHNOLOGIES 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, Douglas R. Bettinger and Patricia H. McCall, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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>
/s/ Hock E. Tan Hock E. Tan	President and Chief Executive Officer and Director (Principal Executive Officer)	September 27, 2012
/s/ Douglas R. Bettinger Douglas R. Bettinger	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 27, 2012
/s/ James V. Diller James V. Diller	Chairman of the Board of Directors	September 27, 2012
/s/ Adam H. Clammer Adam H. Clammer	Director	September 27, 2012
/s/ John T. Dickson John T. Dickson	Director	September 27, 2012
/s/ Kenneth Y. Hao Kenneth Y. Hao	Director	September 27, 2012
/s/ John M. Hsuan John M. Hsuan	Director	September 27, 2012
/s/ Justine F. Lien Justine F. Lien	Director	September 27, 2012
/s/ Donald Macleod Donald Macleod	Director	September 27, 2012
/s/ Douglas R. Bettinger Douglas R. Bettinger	Authorized Representative in the United States	September 27, 2012

INDEX TO EXHIBITS

EXHIBIT

4.1	Form of Avago Technologies Limited Specimen Share Certificate (incorporated by reference from Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended, filed with the SEC on July 14, 2009 (File No. 333-153127)).
4.2	Avago Technologies Limited 2009 Equity Incentive Award Plan (incorporated by reference from Exhibit 10.18 to the Registrant's Registration Statement on Form S-1, as amended, filed with the SEC on July 27, 2009 (File No. 333-153127)).
4.3	Avago Technologies Limited Employee Share Purchase Plan (incorporated by reference from Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 2, 2010, filed with the SEC on June 3, 2010 (File No. 001-34428)).
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.
24.1	Power of Attorney (included in the signature page to this registration statement).



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Not for service of court documents

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Singapore | China | Middle East

TO

FROM

CTM/20100419

Fax: +65 6532 5711

Direct: +65 6416 2418

Email: james.choo@wongpartnership.com

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

27 September 2012

Dear Sirs

AVAGO TECHNOLOGIES LIMITED – REGISTRATION STATEMENT ON FORM S-8 IN RESPECT OF THE 12,000,000 2009 PLAN SHARES (AS DEFINED BELOW) AND THE 2,000,000 ESPP SHARES (AS DEFINED BELOW)

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 the filing by the Company with the United States Securities and Exchange Commission of a registration statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), in respect of an additional (a) 12,000,000 ordinary shares of the Company (the “**2009 Plan Shares**”) issuable by the Company pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan approved by shareholders of the Company on 31 July 2009, as approved by the board of directors of the Company (the “**Board of Directors**”) on 27 July 2009 (the “**2009 Plan**”) and (b) 2,000,000 ordinary shares of the Company (the “**ESPP Shares**”) and together with the 2009 Plan Shares, the “**Evergreen Shares**”) issuable by the Company pursuant to the Avago Technologies Limited Employee Share Purchase Plan approved by shareholders of the Company on 31 July 2009, as approved by the Board of Directors on 27 July 2009 and as amended and approved by the Compensation Committee of the Board of Directors (the “**Compensation Committee**”) on 2 June 2010 (the “**ESPP**”).

B. DOCUMENTS

2. In rendering this opinion, we have examined:
 - 2.1 a copy of the memorandum of association and articles of association of the Company, as filed with the Accounting and Corporate Regulatory Authority of Singapore on 11 August 2009;

WongPartnership LLP (UEN: T08LL0003B) is a limited liability law partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A).

- 2.2 a copy of the minutes and resolutions in writing of the Board of Directors of the Company dated 27 July 2009 and 26 September 2012, and the minutes and resolutions of the Compensation Committee dated 2 June 2010 (together, the “**Board Resolutions**”);
 - 2.3 a copy of the minutes and resolutions passed by the shareholders of the Company on 31 July 2009, 31 March 2010, 30 March 2011 and 4 April 2012 (the “**Company Shareholders’ Resolutions**”);
 - 2.4 a copy of the 2009 Plan and the ESPP; and
 - 2.5 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 of this opinion.

C. ASSUMPTIONS

4. We have assumed (without enquiry and with your consent):
- 4.1 the authenticity of all documents submitted to us as originals, and the completeness, and conformity to originals, of all copies of documents submitted to us and that the signatures and seals on original or certified copies of all documents are genuine;
 - 4.2 where applicable, all representations and factual statements contained in all documents listed in paragraph 2 above (other than those factual statements on which we specifically express an opinion in this letter) are true, complete and correct;
 - 4.3 that the copies of the Board Resolutions and the Company Shareholders’ Resolutions submitted to us have not been amended or rescinded and are in full force and effect and no other resolution or other action has been taken which may affect the validity of any or all of such resolutions; and
 - 4.4 that the copies of the 2009 Plan and of the ESPP which we examined 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 2009 Plan or the ESPP, as the case may be.

D. OPINION

5. Based on the foregoing and subject to the assumptions set out in this letter 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 when the Evergreen Shares (a) are issued by the Company against payment of the amounts required in accordance with the rules of the 2009 Plan or the ESPP, as applicable, and (b) have been duly registered in the register of members of the Company in the name of the persons who have purchased the Evergreen Shares, and assuming that in each case:
- 5.1 the individual grants, purchases and issuances under the 2009 Plan and the ESPP are duly authorised by all necessary corporate actions of the Company;
 - 5.2 such individual grants, purchases and issuances are made and the Evergreen Shares are duly issued in accordance with the requirements of applicable law and the rules of the 2009 Plan or the ESPP, as applicable; and

5.3 the Company having, at the time of the individual grants, purchases and issuances of the Evergreen Shares, obtained a mandate from shareholders of the Company to issue ordinary shares of the Company pursuant to section 161 of the Companies Act, Chapter 50 of Singapore (the “**Share Issue Mandate**”) and such Share Issue Mandate not having expired in accordance with its terms or previously revoked or varied by the Company in general meeting,

the Evergreen Shares will be duly authorised by the Company for issuance and subscription and will be validly issued, fully paid and non-assessable.

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 Evergreen Shares to be issued 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. 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.
8. With respect to matters of fact material to this opinion, we have relied on the statements of the responsible officers of the Company.
9. We hereby consent to the use of our opinion as herein set forth as an exhibit to 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.
10. 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 Registration Statement or otherwise. 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-8 of our report dated December 15, 2011 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Avago Technologies Limited's Annual Report on Form 10-K for the year ended October 30, 2011.

/s/ PricewaterhouseCoopers LLP

San Jose, California

September 27, 2012