

**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)

**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**

**Patricia H. McCall
Rebecca Boyden
c/o Broadcom Limited
1320 Ridder Park Drive
San Jose, California, 95131
(408) 435-8000**

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" 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 (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee
Ordinary Shares, No Par Value				
Avago Technologies Limited 2009 Equity Incentive Award Plan	6,000,000(2)	\$179.77	\$1,078,620,000	\$125,012
Broadcom Corporation 2012 Stock Incentive Plan	12,195,965(3)	\$179.77	\$2,192,468,629	\$254,108
Total	18,195,965		\$3,271,088,629	\$379,120

(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 be issuable under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the "2009 Plan") and the Broadcom Corporation Stock Incentive Plan (the "2012 Plan") 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 6,000,000 Ordinary Shares issuable under the 2009 Plan.

(3) Represents 12,195,965 Ordinary Shares issuable under the 2012 Plan.

(4) 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 Registrant's Ordinary Shares as reported on The Nasdaq Global Select Market on December 19, 2016.

**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.**

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference to otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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 "Prior Registration Statement"), Broadcom Limited (the "Registrant," "we," "us" or "our") registered an aggregate of 32,761,012 ordinary shares, no par value (the "Ordinary Shares"), issuable under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the "2009 Plan") and 79,306,533 Ordinary Shares issuable under the Broadcom Corporation 2012 Stock Incentive Plan (the "2012 Plan"). The Prior 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 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 Prior Registration Statement is currently effective.

The Registrant is hereby registering an additional (i) 6,000,000 Ordinary Shares under the 2009 Plan, which are currently available for issuance under the 2009 Plan due to an automatic annual increase provision in the 2009 Plan, and (ii) 12,195,965 Ordinary Shares under the 2012 Plan, which are available for issuance under the 2012 Plan on January 3, 2017 due to an automatic annual increase provision in the 2012 Plan.

Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement 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 Current Reports on Form 8-K and Form 8-K/A filed on November 2, 2016, November 30, 2016 and December 8, 2016 (except with respect to information furnished under Items 2.02 or 7.01 and related exhibit furnished pursuant to Item 9.01).
- (c) 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 Securities Exchange Act of 1934, as amended, 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 that any portion of any 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, whether specifically listed above or filed in the future, that is not deemed filed under the such provisions shall not be incorporated therein by reference.

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 8. Exhibits.

See Index to Exhibits herein.

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 22nd day of December 2016.

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., Patricia H. McCall and Kirsten M. Spears, 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)	December 22, 2016
<u>/s/ Thomas H. Krause, Jr.</u> Thomas H. Krause, Jr.	Chief Financial Officer (Principal Financial Officer)	December 22, 2016
<u>/s/ Kirsten Spears</u> Kirsten Spears	Principal Accounting Officer	December 22, 2016
<u>/s/ James V. Diller</u> James V. Diller	Chairman of the Board of Directors	December 22, 2016
<u>/s/ Lewis C. Eggebrecht</u> Lewis C. Eggebrecht	Director	December 22, 2016
<u>/s/ Kenneth Y. Hao</u> Kenneth Y. Hao	Director	December 22, 2016
<u>/s/ Eddy W. Hartenstein</u> Eddy W. Hartenstein	Director	December 22, 2016
<u>/s/ Check Kian Low</u> Check Kian Low	Director	December 22, 2016
<u>/s/ Donald Macleod</u> Donald Macleod	Director	December 22, 2016
<u>/s/ Peter J. Marks</u> Peter J. Marks	Director	December 22, 2016

<div><div>/s/ Justine Page</div><div>Justine Page</div></div>	Director	December 22, 2016
<div><div>/s/ Henry Samueli</div><div>Henry Samueli</div></div>	Director	December 22, 2016
<div><div>/s/ Thomas H. Krause, Jr.</div><div>Thomas H. Krause, Jr.</div></div>	Authorized Representative in the United States	December 22, 2016

INDEX TO EXHIBITS

EXHIBIT

4.1	Constitution of Broadcom Limited (incorporated by reference to the Registrant's Current Report on Form 8-K, filed on February 1, 2016)
4.2	Amended and Restated Broadcom 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. 333-153127) filed on July 27, 2009)
4.3	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)
4.4	Amendment to Broadcom Corporation 2012 Stock Incentive Plan (incorporated by reference to Exhibit 10.50 to Broadcom Limited's Annual Report on Form 10-K (File No. 001-67690) filed on December 23, 2016)
5.1	Opinion of Allen & Gledhill LLP Advocates and Solicitors, Singapore
23.1	Consent of Allen & Gledhill LLP Advocates and Solicitors, Singapore (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (included in the signature page to this Registration Statement)

On the letterhead of Allen & Gledhill LLP

22 December 2016

Broadcom Limited
1 Yishun Avenue 7
Singapore 768923

Dear Sirs

Registration Statement on Form S-8 of Broadcom Limited (“Broadcom”)

1. Introduction

1.1 We refer to the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Broadcom with the United States Securities and Exchange Commission on or about 22 December 2016, in connection with the registration under the Securities Act of 1933, as amended, of:

1.1.1 6,000,000 ordinary shares in the capital of Broadcom subject to issuance by Broadcom under the Avago Technologies Limited 2009 Equity Incentive Award Plan (the “**2009 Plan**”) due to an automatic annual increase provision in the 2009 Plan; and

1.1.2 12,195,965 ordinary shares in the capital of Broadcom subject to issuance by Broadcom under the Broadcom Corporation 2012 Stock Incentive Plan (the “**2012 Plan**” and together with the 2009 Plan, the “**Plans**”) due to an automatic annual increase provision in the 2012 Plan,

(such ordinary shares collectively, the “**Registration Shares**”).

1.2 This opinion is being rendered to you in connection with the filing of the Registration Statement, 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 Agreement and Plan of Merger, made and entered into as of 28 May 2015 (the “**Merger Agreement**”), by and among (1) Broadcom, (2) Avago Technologies Limited, (3) Broadcom Corporation, (4) Safari Cayman L.P., (5) Avago Technologies Cayman Holdings Ltd., (6) Avago Technologies Cayman Finance Limited, (7) Buffalo CS Merger Sub, Inc., and (8) Buffalo UT Merger Sub, Inc. in PDF format as annexed to the Registration Statement on Form S-4 filed by Broadcom and Broadcom Cayman L.P. with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended;

- 2.1.2 a copy of the Certificate Confirming Incorporation of Company dated 4 March 2015 issued by the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”) confirming that Broadcom is incorporated under the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) on 3 March 2015 and the Notice of Incorporation Upon Change of Name of the Company dated 1 February 2016;
- 2.1.3 a copy of the Constitution of Broadcom in force as at the date of this opinion;
- 2.1.4 a copy of the resolutions of the Board of Directors of Broadcom passed on 29 January 2016 (excluding the exhibits thereto) (the “**Board Resolutions**”);
- 2.1.5 a copy of the member’s resolutions in writing of Broadcom passed on 31 January 2016 (excluding the exhibits thereto) (the “**Shareholder Resolutions**”); and
- 2.1.6 such other documents as we have considered necessary or desirable to examine in order that we may give this opinion.
- 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 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;
 - 3.2 the genuineness of all signatures on all documents and the completeness, and the conformity to original documents, of all copies or other specimen documents submitted to us;
 - 3.3 the correctness of all facts stated in the Merger Agreement;
 - 3.4 that copies of Broadcom’s Constitution, Certificate Confirming Incorporation of Company and Notice of Incorporation Upon Change of Name submitted to us for examination are true, complete and up-to-date copies;
 - 3.5 that each of the Shareholder Resolutions and the Board Resolutions are true, complete and up-to-date and such resolutions 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;

- 3.6 that all relevant documents have been provided to us by the officers of Broadcom for inspection for purposes of this opinion;
- 3.7 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 either 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;
- 3.8 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;
- 3.9 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 either of 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;
- 3.10 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;
- 3.11 that Broadcom is solvent at the relevant time of issuance of any of the Registration Shares;
- 3.12 that individual grants, purchases and issuances under the relevant Plan will be duly authorised by all necessary corporate actions of Broadcom;
- 3.13 that such individual grants, purchases and issuances are made under the relevant Plan and the Registration Shares are duly 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; and
- 3.14 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.

4. Opinion

- 4.1** Based upon and subject to paragraphs 2 and 3, and subject to 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 valid exercise and/or vesting of the rights deemed to have been granted under the relevant 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 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 purchased 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 duly authorised by Broadcom for issuance and will be legally issued, fully-paid and non-assessable.

- 4.2** For the purposes of this opinion, we have assumed that the term “non-assessable” in relation to the Registration Shares to be 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

- 5.1** 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. In addition, we are not responsible for investigating or verifying that no material facts have been omitted from any document described in paragraph 2.

- 5.2** 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 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.

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- 5.3 With respect of matters of fact material to this opinion, we have relied on the statements of the responsible officers of Broadcom.
- 5.4 Our advice is strictly limited to matters stated in this opinion and is not to be construed as extending by implication to all the documents listed in paragraph 2 above, 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

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, 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

December 23, 2016