

**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.)

5300 California Avenue, Irvine, California 92617  
(Address of principal executive offices) (Zip code)

**Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated  
Broadcom Corporation 2007 International Employee Stock Purchase Plan, as amended and restated**

(Full title of the Plans)

**Arthur Chong, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**Broadcom Corporation**

5300 California Avenue, Irvine, California 92617  
(Name and address of agent for service)

**(949) 926-5000**  
(Telephone number, including area code, of agent for service)

*Copies to:*  
**Joseph M. Yaffe**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
525 University Avenue, Suite 1100  
Palo Alto, California 94301  
(650) 470-4500

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. (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
Broadcom Corporation 1998 Employee Stock Purchase Plan — Class A common stock, \$.0001 par value	4,766,152 shares(2)	\$34.425(3)	\$164,074,783(3)	\$18,803
Broadcom Corporation 2007 International Employee Stock Purchase Plan — Class A common stock, \$.0001 par value	2,042,636 shares(2)	\$34.425(3)	\$70,317,744(3)	\$ 8,058
<b>Total</b>	6,808,788 shares		\$234,392,527	\$26,861

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate number of additional shares of Broadcom Corporation Class A common stock that may, with respect to the shares of Class A common stock registered hereunder, become issuable under the employee benefit plans identified herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without Broadcom Corporation's receipt of consideration that results in an increase in the number of outstanding shares of Broadcom Corporation's Class A common stock.
- (2) Represents additional shares that are available for issuance as of January 2, 2012 pursuant to the evergreen provisions of the Broadcom Corporation 1998 Employee Stock Purchase Plan and Broadcom Corporation 2007 International Employee Stock Purchase Plan, as applicable.

- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act, on the basis of the average of the high and low selling prices per share of Broadcom Corporation's Class A Common Stock on January 30, 2012, as reported on the Nasdaq Global Select Market.
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**PART I**

**Information Required in the Section 10(a) Prospectus**

Broadcom Corporation (“Broadcom”) is not filing with or including in this Form S-8 the information called for in Part I of Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). Broadcom shall deliver or cause to be delivered to participants in the plans covered by this Registration Statement, without charge, upon written or oral request, the documents incorporated by reference in Item 3 of Part II of this registration statement, which documents are incorporated by reference in the Section 10(a) prospectus, and such other documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Requests should be directed to Shareholder Services Department, Broadcom Corporation, 5300 California Avenue, Irvine, California 92617, (949) 926-6400.

**PART II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference**

Broadcom hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

(a) Broadcom’s Annual Report on Form 10-K for the year ended December 31, 2011, filed February 1, 2012;

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by Broadcom’s latest Annual Report referred to in (a) above; and

(c) Broadcom’s Registration Statement No. 000-23993 on Form 8-A filed April 6, 1998, in which there are described the terms, rights and provisions applicable to Broadcom’s Class A common stock, and any other amendments or reports filed for the purpose of updating such description.

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 but not filed 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 Second Amended and Restated Articles of Incorporation (the “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 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.

The 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 as amended through December 21, 2007 (“Bylaws”) provide for indemnification of the company’s directors and officers. In addition, Broadcom may, at its discretion, provide indemnification to persons whom it is not obligated to indemnify, including its employees and other agents. The Bylaws also allow Broadcom to enter into indemnity agreements with individual directors, officers, employees and other agents. Such indemnity agreements have been entered into with all directors and executive officers and certain non-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 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 makes 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 of 1933, as amended (the “Securities Act”).

**Item 7. Exemption from Registration Claimed**

Not applicable.

**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) to this Registration Statement
5.1	Opinion and consent of Skadden, Arps, Slate, Meagher & Flom LLP

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<u>Exhibit Number</u>	<u>Exhibit</u>
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom 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 Employee Stock Purchase Plan, as amended and restated November 11, 2010
99.2*	Broadcom Corporation 2007 International Employee Stock Purchase Plan, as amended and restated November 11, 2010

\* Exhibit 99.1 and 99.2 are incorporated by reference herein to Exhibit 99.2 and 99.3, respectively, to the Registration Statement on Form S-8 filed February 2, 2011.

### **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. 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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:*

(A) Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the 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 Section 15(d) of the Exchange Act that are incorporated by reference into the registration statement; and

(B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the registration statement is on Form S-3 or Form F-3 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

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or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the 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 Section 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 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 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.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Irvine, State of California, on this 1<sup>st</sup> day of February, 2012.

**BROADCOM CORPORATION**

By: /s/ SCOTT A. MCGREGOR  
Scott A. McGregor  
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 Scott A. McGregor and Eric K. Brandt 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 of 1933, as amended, 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 of 1933, as amended, 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/ SCOTT A. MCGREGOR</u> Scott A. McGregor	President, Chief Executive Officer and Director (Principal Executive Officer)	February 1, 2012
<u>/s/ HENRY SAMUELI, PH.D.</u> Henry Samuelli, Ph.D.	Chief Technical Officer and Director	February 1, 2012
<u>/s/ ERIC K. BRANDT</u> Eric K. Brandt	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 1, 2012
<u>/s/ ROBERT L. TIRVA</u> Robert L. Tirva	Senior Vice President and Corporate Controller (Principal Accounting Officer)	February 1, 2012

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ROBERT J. FINOCCHIO, JR.</u> Robert J. Finocchio, Jr.	Director	February 1, 2012
<u>/s/ NANCY H. HANDEL</u> Nancy H. Handel	Director	February 1, 2012
<u>/s/ EDDY W. HARTENSTEIN</u> Eddy W. Hartenstein	Director	February 1, 2012
<u>/s/ MARIA M. KLAWE, PH.D.</u> Maria M. Klawe, Ph.D.	Director	February 1, 2012
<u>/s/ JOHN E. MAJOR</u> John E. Major	Chairman of the Board	February 1, 2012
<u>/s/ WILLIAM T. MORROW</u> William T. Morrow	Director	February 1, 2012
<u>/s/ JOHN A.C. SWAINSON</u> John A.C. Swainson	Director	February 1, 2012
<u>/s/ ROBERT E. SWITZ</u> Robert E. Switz	Director	February 1, 2012

**EXHIBIT INDEX**

<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) to this Registration Statement
5.1	Opinion and consent of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom 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 Employee Stock Purchase Plan, as amended and restated November 11, 2010
99.2*	Broadcom Corporation 2007 International Employee Stock Purchase Plan, as amended and restated November 11, 2010

\* Exhibit 99.1 and 99.2 are incorporated by reference herein to Exhibit 99.2 and 99.3, respectively, to the Registration Statement on Form S-8 filed February 2, 2011.

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP

525 UNIVERSITY AVENUE  
PALO ALTO, CALIFORNIA 94301

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VIENNA

February 1, 2012

Broadcom Corporation  
5300 California Avenue  
Irvine, California 92617

Re: Broadcom Corporation Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Broadcom Corporation, a California corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 (the "Act") on the date hereof, relating to the registration by the Company of 6,808,788 shares (the "Shares") of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), with 4,766,152 shares of Common Stock authorized for issuance pursuant to the Broadcom Corporation 1998 Employee Stock Purchase Plan, as amended and restated, and 2,042,636 shares of Common Stock authorized for issuance pursuant to the Broadcom Corporation 2007 International Employee Stock Purchase Plan, as amended and restated (together, the "Plans").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;

- (b) the Second Amended and Restated Articles of Incorporation of the Company;
- (c) the Bylaws of the Company, as amended and as certified by an officer of the Company;
- (d) the Plans; and
- (e) certain resolutions of the Board of Directors of the Company, as certified by an officer of the Company.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder, and we have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Our opinion set forth below is limited to the corporate laws of the State of California that, in our experience, are normally applicable to transactions of the type contemplated by the Registration Statement (including applicable provisions of the California constitution and reported judicial interpretations interpreting California corporate laws) and to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, those required under such law (all of the foregoing being referred to as "Opined on Law"). We do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non-Opined on Law on the opinion herein stated. The Shares may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions stated herein, we are of the opinion that when (a) the Registration Statement becomes effective under the Act, and (b) the Company's transfer agent for the Common Stock has appropriately registered the issuance of the Shares in the books and records of the Company, and an appropriate account statement evidencing the Shares credited to the recipient's account maintained with said transfer agent has been issued by said transfer agent, in each case, against payment for the Shares in accordance with the Plans and the Award Agreements (as defined below), the issuance and sale of such Shares will have been duly authorized, and such Shares will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion we have assumed that:

- a) each award agreement under which options are granted or awards of Shares are made pursuant to the Plans (collectively, the "Award Agreements") is consistent with the applicable Plan and has been duly authorized, validly executed and delivered by the parties thereto; and
- b) the consideration received by the Company for each Share delivered pursuant to the applicable Plan shall not be less than the per share par value of the Common Stock.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws. Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions stated herein, we are of the opinion that when (a) the Registration Statement becomes effective under the Act, and (b) the Company's transfer agent for the Common Stock has appropriately registered the issuance of the Shares in the books and records of the Company, and an appropriate account statement evidencing the Shares credited to the recipient's account maintained with said transfer agent has been issued by said transfer agent, in each case, against payment for the Shares in accordance with the Plans and the Award Agreements (as defined below), the issuance and sale of such Shares will have been duly authorized, and such Shares will be validly issued, fully paid and nonassessable.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Broadcom Corporation:

We consent to the use of our reports with respect to the consolidated financial statements, the related consolidated financial statement schedule, and the effectiveness of internal control over financial reporting, incorporated by reference herein.

Our report on the consolidated financial statements refers to a change in accounting for testing goodwill for impairment in 2011 and a change in accounting for multiple-deliverable revenue arrangements, including certain arrangements that include software elements, in 2010.

/s/ KPMG LLP

Irvine, California  
February 1, 2012