

Hao Kenneth
Form 4
December 12, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**SILVER LAKE (OFFSHORE) AIV
GP II LTD**

(Last) (First) (Middle)

**C/O SILVER LAKE
PARTNERS, 2775 SAND HILL
ROAD, SUITE 100**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Avago Technologies LTD [AVGO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

See Footnotes (1) - (6)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, no par value	12/12/2012		S		9,568,592	D	\$ 34.43	130,000	I	Held through Silver Lake Partners II Cayman, L.P. ⁽¹⁾ ⁽²⁾ ⁽⁵⁾ ⁽⁶⁾
Ordinary Shares, no par value	12/12/2012		J ⁽⁷⁾		130,000	D	\$ 0	0	I	Held through Silver Lake Partners II

Ordinary Shares, no par value	12/12/2012	S	27,734	D	\$ 34.43	0	I	Cayman, L.P. <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u> Held through Silver Lake Technology Investors II Cayman, L.P. <u>(1)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u> Held through Avago Investment Partners, Limited Partnership(<u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Ordinary Shares, no par value	12/12/2012	S	1,506,428	D	\$ 34.43	0	I	
Ordinary Shares, no par value						54,938	D <u>(8)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVER LAKE (OFFSHORE) AIV GP II LTD C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025				See Footnotes (1) - (6)
SILVER LAKE TECHNOLOGY ASSOCIATES II CAYMAN LP C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025				See Footnotes (1) - (6)
SILVER LAKE PARTNERS II CAYMAN LP C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025				See Footnotes (1) - (6)
SILVER LAKE TECHNOLOGY INVESTORS II CAYMAN LP C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025				See Footnotes (1) - (6)
Hao Kenneth C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025				See Footnotes (1) - (6)

Signatures

/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP II, Ltd.	12/12/2012
__Signature of Reporting Person	Date
/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP II, Ltd., General Partner of Silver Lake Technology Associates II Cayman, L.P.	12/12/2012
__Signature of Reporting Person	Date
/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP II, Ltd., General Partner of Silver Lake Technology Associates II Cayman, L.P., General Partner of Silver Lake Partners II Cayman, L.P.	12/12/2012
__Signature of Reporting Person	Date
/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP II, Ltd., General Partner of Silver Lake Technology Investors II Cayman, L.P.	12/12/2012
__Signature of Reporting Person	Date
/s/ Karen M. King for Attorney-in-fact for Kenneth Y. Hao	12/12/2012
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Certain funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") and certain funds affiliated with Silver Lake Partners ("Silver Lake") are parties to a shareholders agreement with respect to the ordinary shares of Avago, and solely as a result of which each such person is a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. Each such person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

(2) As the sole general partner of Silver Lake Partners II Cayman, L.P. ("Partners II"), Silver Lake Technology Associates II Cayman, L.P. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago directly owned by Partners II. As the sole general partner of Silver Lake Technology Associates II Cayman, L.P., Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago directly owned by Partners II. Silver Lake Technology Associates II Cayman, L.P. and Silver Lake (Offshore) AIV GP II, Ltd. disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.

(3) As the sole general partner of Silver Lake Technology Investors II Cayman, L.P. ("Investors II"), Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago directly owned by Investors II. Silver Lake (Offshore) AIV GP II, Ltd. disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.

(4) As the sole general partner of Avago Investment Partners, Limited Partnership ("AIP"), Avago Investment G.P., Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago directly owned by AIP. As a member of Avago Investment G.P., Limited, Silver Lake (Offshore) AIV GP II, Ltd. may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago directly owned by AIP. Avago Investment G.P., Limited and Silver Lake (Offshore) AIV GP II, Ltd. disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.

(5) Mr. Kenneth Y. Hao, who serves as a director of Avago, also serves as a director of Silver Lake (Offshore) AIV GP II, Ltd. and may be deemed to share voting and dispositive power with respect to any shares beneficially owned by Silver Lake (Offshore) AIV GP II, Ltd. but disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein. Mr. Hao remains subject to Section 16 reporting obligations.

(6) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of the Reporting Persons is the beneficial owner of all such equity securities covered by this statement.

(7) 130,000 ordinary shares of Avago were distributed by Partners II through Silver Lake Technology Associates II Cayman, L.P., the general partner of Partners II, as a payment-in-kind distribution to certain partners of Silver Lake Technology Associates II Cayman, L.P. for the sole purpose of charitable giving.

(8) These shares are held directly by Kenneth Y. Hao. Pursuant to Mr. Hao's arrangement with Silver Lake with respect to director compensation, the proceeds from the sale of these shares are expected to be remitted to Silver Lake. Accordingly, Mr. Hao disclaims beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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