Broadcom Ltd
Form 8-K
October 17, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 17, 2017

Broadcom Limited

Broadcom Cayman L.P.

(Exact name of registrants as specified in its charter)

Singapore	**001-37690**	**98-1254807**
Cayman Islands	**333-205938-01**	**98-1254815**
(State or other jurisdiction	**(Commission**	**(IRS Employer**

of incorporation)	File Number)	Identification No.)

Broadcom Limited

1 Yishun Avenue 7

Singapore 768923

Broadcom Cayman L.P.

c/o Broadcom Limited

1 Yishun Avenue 7

Singapore 768923	N/A
(Address of principal executive offices)	(Zip Code)

Registrants telephone number, including area code: (65) 6755-7888

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

On October 17, 2017, two subsidiaries of Broadcom Limited (the Company), Broadcom Corporation and Broadcom Cayman Finance Limited (together, the Co-Issuers), completed their issuance and sale of $4.0 billion in aggregate principal amount of senior unsecured notes comprised of one series of $750 million aggregate principal amount of 2.200% senior notes due 2021 (the 2021 Notes), one series of $1,000 million aggregate principal amount of 2.650% senior notes due 2023 (the 2023 Notes), one series of $1,000 million aggregate principal amount of 3.125% senior notes due 2025 (the 2025 Notes) and one series of $1,250 million aggregate principal amount of 3.500% senior notes due 2027 (the 2027 Notes and, together with the 2020 Notes, the 2022 Notes and the 2024 Notes, the Notes). Each series of Notes will initially be fully and unconditionally guaranteed, jointly and severally, on an unsecured, unsubordinated basis by the Company and Broadcom Cayman L.P., a majority owned subsidiary of the Company (together, the Guarantors). The Co-Issuers intend to use the net proceeds from the sale of the Notes, plus cash on hand, to finance the pending acquisition of Brocade Communications Systems, Inc., or, if such acquisition is not completed, for general corporate purposes, which could include future acquisitions.

Indenture

The Notes were issued pursuant to an Indenture, dated October 17, 2017, among the Company, the Guarantors and Wilmington Trust, National Association, as trustee (the Indenture). Each series of Notes pays interest semi-annually in arrears on January 15 and July 15 of each year. The Notes were offered in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to certain non-U.S. persons in transactions outside of the United States in reliance on Regulation S under the Securities Act.

Optional Redemption Provisions and Change of Control Purchase Right

The Co-Issuers may, at their option, redeem or purchase, in whole or in part, the 2021 Notes, the 2023 Notes, the 2025 Notes, and the 2028 Notes at any time prior to January 15, 2021 (their maturity date), December 15, 2022 (one month prior to their maturity), November 15, 2024 (two months prior to their maturity), and October 15, 2027 (three months prior to their maturity), respectively, at a price equal to 100% of the principal amount of the applicable Notes redeemed, plus a corresponding make-whole premium as set forth in the Indenture, plus accrued and unpaid interest thereon to, but excluding, the redemption date. In addition, the Co-Issuers may, at their option, redeem or purchase, in whole or in part, the 2023 Notes, the 2025 notes and the 2028 Notes on or after December 15, 2022, November 15, 2024 and October 15, 2027, respectively, at a redemption price equal to 100% of the principal amount of the applicable Notes redeemed, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date.

In the event that certain changes in the tax law of any relevant jurisdiction would impose withholding taxes on payments on the Notes, the Co-Issuers may redeem a series of Notes in whole, but not in part, at any time, at a redemption price of 100% of the principal amount, plus accrued and unpaid interest thereon, if any, and Additional Amounts (as defined in the Indenture), if any, to the redemption date.

The holders of the Notes will also have the right to require the Co-Issuers to purchase their Notes upon the occurrence of a Change of Control Triggering Event, as defined in the Indenture, at an offer price equal to 101% of the aggregate principal amount of the Notes purchased plus accrued and unpaid interest thereon to, but excluding, the date of purchase.

Ranking

Under the terms of the Indenture, the Notes and the guarantees are the Co-Issuers and the Guarantors respective senior unsecured obligations and (i) rank equal in right of payment with all of the Co-Issuers and the Guarantors respective existing and future senior unsecured unsubordinated indebtedness, including the Co-Issuers and the Guarantors respective obligations under the $13.55 billion aggregate principal amount of 2.375% Senior Notes due 2020, 3.000%

Senior Notes due 2022, 3.625% Senior Notes due 2024 and 3.875% Senior Notes due 2027, each issued in January 2017 (collectively, the Existing Notes), and Broadcom Corporation s obligations under the $139 million aggregate principal amount

of 2.700% Senior Notes due 2018, 2.500% Senior Notes due 2022, 3.500% Senior Notes due 2024 and 4.500% Senior Notes due 2034 that remain outstanding, (ii) rank senior in right of payment to the Co-Issuers and the Guarantors respective existing and future subordinated indebtedness, (iii) are effectively subordinated in right of payment to the Co-Issuers and the Guarantors respective existing and future secured obligations, to the extent of the assets securing such obligations and (iv) structurally subordinated in right of payment to any existing and future indebtedness or other liabilities, including trade payables, of the Co-Issuers and the Guarantors respective subsidiaries (except Broadcom Cayman L.P., Broadcom Cayman Finance Limited and Broadcom Corporation).

Restrictive Covenants

The Indenture contains covenants that, subject to certain qualifications and exceptions, limit the ability of the Co-Issuers, the Guarantors and their subsidiaries to, among other things, (i) incur certain secured debt; (ii) enter into certain sale and lease-back transactions and (iii) consolidate, merge, sell or otherwise dispose of all or substantially all of their assets.

Events of Default

Upon the occurrence of an event of default under the Indenture with respect to the Notes, which includes payment defaults, defaults in the performance of certain covenants and bankruptcy and insolvency related defaults, the Co-Issuers obligations under the Notes may be accelerated, in which case the entire principal amount of the Notes would be immediately due and payable.

The foregoing description of the Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of the Indenture. A copy of the Indenture is attached as Exhibit 4.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

Registration Rights Agreement

On January 19, 2017, the Co-Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several initial purchasers of the Notes, entered into a registration rights agreement with respect to the Notes (the Registration Rights Agreement). The Co-Issuers and the Guarantors agreed under the Registration Rights Agreement to use commercially reasonable efforts to (i) file a registration statement on an appropriate registration form with respect to a registered offer to exchange each series of the Notes for new notes, with terms substantially identical in all material respects to such series of Notes and (ii) cause the registration statement to be declared effective under the Securities Act.

If the exchange offer is not completed on or before April 10, 2019, the Co-Issuers and the Guarantors will use commercially reasonable efforts to file and to have declared effective a shelf registration statement relating to resales of the Notes and keep such shelf registration statement effective until the date that the Notes cease to be Transfer Restricted Securities (as defined in the Registration Rights Agreement).

If the Co-Issuers and the Guarantors fail to satisfy this obligation with respect to a series of the Notes (a registration default) under the Registration Rights Agreement, then additional interest will accrue on the principal amount of the Notes of such series at an annual rate of 0.25%. The annual interest rate on such series of the Notes will increase by an additional 0.25% for each subsequent 90-day period during which the registration default continues, up to a maximum of 1.00%. The additional interest will accrue to and including the date such registration default ends, at which time the interest rate on the applicable series of Notes will revert to the original level. A registration default ends with respect to any Notes when such Notes cease to be Transfer Restricted Securities.

If the Co-Issuers are required to pay additional interest due to a registration default, the Co-Issuers will pay such additional interest to the holders of the Notes in cash on the same dates that the Co-Issuers make other interest payments on the Notes, until the applicable registration default is cured.

The foregoing description of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Registration Rights Agreement. A copy of the Registration Rights Agreement is attached as Exhibit 4.6 to this Current Report on Form 8-K, and is incorporated by reference herein.

Item 1.02. Termination of a Material Definitive Agreement

On October 17, 2017, in connection with the issuance of the Notes, Broadcom Cayman Finance Limited and BC Luxembourg S.à r.l., an indirect subsidiary of the Company (together, the Borrowers), terminated the commitments and satisfied all outstanding obligations under that certain Credit Agreement, dated as of February 1, 2016 (as amended to date), by and among the Company, as holdings, the Borrowers, Broadcom Cayman L.P. and Broadcom Corporation, as guarantors, Bank of America, N.A., as the administrative agent and collateral agent, and the group of lenders party thereto. As a result and upon consummation of the foregoing, the guarantee of the Existing Notes by BC Luxembourg S.à r.l. was automatically released.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

The information disclosed above under Item 1.01 is incorporated herein by reference.

Item 9.01, Financial Statements and Exhibits

(d) Exhibits

Exhibit No.

4.1	Indenture, dated as of October 17, 2017, by and among the Co-Issuers, the Guarantors and Wilmington Trust, National Association, as trustee.
4.2	Form of 2.200% Senior Note due 2021 (included in Exhibit 4.1)
4.3	Form of 2.650% Senior Note due 2023 (included in Exhibit 4.1)
4.4	Form of 3.125% Senior Note due 2025 (included in Exhibit 4.1)
4.5	Form of 3.500% Senior Note due 2028 (included in Exhibit 4.1)
4.6	Registration Rights Agreement, dated as of October 17, 2017, by and among the Co-Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several initial purchasers of the Notes.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Broadcom Limited

Date: October 17, 2017

By: /s/ Thomas H. Krause, Jr.
Thomas H. Krause, Jr.
Chief Financial Officer

Broadcom Cayman L.P., by its general partner
Broadcom Limited

By: /s/ Thomas H. Krause, Jr.
Thomas H. Krause, Jr.
Chief Financial Officer