

Hao Kenneth
Form 4
August 13, 2009

FORM 4

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

OMB APPROVAL

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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

(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)
08/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Ordinary Shares, no par value | 08/11/2009 | | S | 7,836,230 | D \$ 15 70,673,914 | I | Held through Bali Investments S.a r.l. and Silver Lake Partners II Cayman, L.P. (1) (2) (3) (6) (7) |
| Ordinary Shares, | 08/11/2009 | | S | 22,277 | D \$ 15 200,917 | I | Held through Bali |

no par
value

Investments
S.a r.l. and
Silver Lake
Technology
Investors II
Cayman,
L.P. (1) (2) (4)
(6) (7)

Ordinary
Shares,
no par
value

08/11/2009

S 1,210,081 D \$ 15 10,913,556 I

Held
through Bali
Investments
S.a r.l. and
Avago
Investment
Partners,
Limited
Partnership
(1) (2) (5) (6) (7)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

SILVER LAKE (OFFSHORE) AIV GP II LTD
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

SILVER LAKE TECHNOLOGY ASSOCIATES II CAYMAN LP
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X

SILVER LAKE PARTNERS II CAYMAN LP
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X

SILVER LAKE TECHNOLOGY INVESTORS II CAYMAN LP
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X

DAVIDSON JAMES
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X

Hao Kenneth
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X

JOYCE JOHN R
 C/O SILVER LAKE PARTNERS
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

X

Signatures

/s/ Karen King, as attorney-in-fact for Kenneth Y. Hao, Director of Silver Lake (Offshore)
 AIV GP II, Ltd.

08/13/2009

__Signature of Reporting Person

Date

/s/ Karen King, as attorney-in-fact for Kenneth Y. Hao, Director of Silver Lake (Offshore)
 AIV GP II, Ltd., the general partner for Silver Lake Technology Associates II Cayman, L.P.

08/13/2009

__Signature of Reporting Person

Date

/s/ Karen King, as attorney-in-fact for Kenneth Y. Hao, Director of Silver Lake (Offshore)
 AIV GP II, Ltd., the general partner, Silver Lake Technology Associates II Cayman, L.P., the
 general partner of Silver Lake Partners II Cayman, L.P.

08/13/2009

__Signature of Reporting Person

Date

/s/ Karen King, as attorney-in-fact for Kenneth Y. Hao, Director of Silver Lake (Offshore)
 AIV GP II, Ltd., the general partner of Silver Lake Technology Investors II Cayman, L.P.

08/13/2009

__Signature of Reporting Person

Date

/s/ Karen King, as attorney-in-fact for James A. Davidson

08/13/2009

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__Signature of Reporting Person

Date

/s/ Karen King, as attorney-in-fact for Kenneth Y. Hao

08/13/2009

__Signature of Reporting Person

Date

/s/ Karen King, as attorney-in-fact for John R. Joyce

08/13/2009

__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).

Bali Investments S.a r.l. ("Bali") holds 155,441,278 of the ordinary shares of Avago Technologies Limited ("Avago"). The shareholders of Bali include overseas investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") and funds affiliated with Silver Lake Partners ("Silver Lake"). Each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago held by Bali. However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geysler Investment Pte Ltd are parties to a shareholders agreement with respect to the ordinary shares of Avago, and solely as a result of which each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Certain affiliates of Silver Lake collectively have the right under the shareholders agreement to nominate up to three directors of Avago.

Silver Lake Partners II Cayman, L.P. ("Partners II"), as a shareholder of Bali, may be deemed to indirectly own 70,673,914 ordinary shares of Avago. As the sole general partner of 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 indirectly 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 indirectly 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.

Silver Lake Technology Investors II Cayman, L.P. ("Investors II"), as a shareholder of Bali, may be deemed to indirectly own 200,917 ordinary shares of Avago. As the sole general partner of 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 indirectly 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.

Avago Investment Partners, Limited Partnership ("AIP"), as a shareholder of Bali, may be deemed to indirectly own 10,913,556 ordinary shares of Avago. As the sole general partner of AIP, Avago Investment G.P., Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly 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 indirectly 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.

Messrs. James A. Davidson, Kenneth Y. Hao and John R. Joyce, each of whom serves as a director of Avago, also serve as directors 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 disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.

Remarks:

Exhibit List

Exhibit 24.1 - Confirming Statement

Exhibit 24.2 - Confirming Statement

Exhibit 24.3 - Confirming Statement

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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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