

# **AVAGO TECHNOLOGIES LTD**

Reported by  
**KKR & CO. INC.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/13/12 for the Period Ending 12/12/12

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# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
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[ X ] 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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KKR Fund Holdings L.P.</b>  <small>(Last) (First) (Middle)</small>  <b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 9 WEST 57TH STREET</b>  <small>(Street)</small>  <b>NEW YORK, NY 10019</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Avago Technologies LTD [ AVGO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/12/2012</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>See Footnotes (1) - (10)</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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		2209597	D	\$34.43	0	I	Held through KKR Millennium Fund (Overseas), Limited Partnership (1) (2) (6) (7) (9) (10)
Ordinary Shares, no par value	12/12/2012		S		4339604	D	\$34.43	0	I	Held through KKR European Fund, Limited Partnership (1) (3) (6) (7) (9) (10)
Ordinary Shares, no par value	12/12/2012		S		2950886	D	\$34.43	0	I	Held through KKR European Fund II, Limited Partnership (1) (4) (6) (7) (9) (10)
Ordinary Shares, no par value	12/12/2012		S		1506428	D	\$34.43	0	I	Held through Avago Investment Partners, Limited Partnership (1) (5) (6) (7) (9) (10)
Ordinary Shares, no par value	12/12/2012		S		390665	D	\$34.43	0	I	Held through KKR Partners (International), Limited

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)			
									<b>Partnership</b> (1) (8) (9) (10)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (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 KKR Millennium Fund (Overseas), Limited Partnership ("Millennium Fund"), KKR Associates Millennium (Overseas), Limited Partnership may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Millennium Fund. As the sole general partner of KKR Associates Millennium (Overseas), Limited Partnership, KKR Millennium Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Millennium Fund. KKR Associates Millennium (Overseas), Limited Partnership and KKR Millennium Limited disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.
- (3) As the sole general partner of KKR European Fund, Limited Partnership ("European Fund"), KKR Associates Europe, Limited Partnership may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund. KKR Associates Europe, Limited Partnership and KKR Europe Limited disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.
- (4) As the sole general partner of KKR European Fund II, Limited Partnership ("European Fund II"), KKR Associates Europe II, Limited Partnership may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund II. As the sole general partner of KKR Associates Europe II, Limited Partnership, KKR Europe II Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund II. KKR Associates Europe II, Limited Partnership and KKR Europe II Limited disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.
- (5) 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 indirectly owned by AIP. As a member of Avago Investment G.P., Limited, KKR Millennium GP LLC 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 KKR Millennium GP LLC disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest.
- (6) Each of KKR SP Limited ("KKR SP") (as a voting partner to each of KKR Associates Millennium (Overseas), Limited Partnership and KKR Associates Europe, Limited Partnership); KKR Fund Holdings L.P. ("KKR Fund Holdings") (as the sole shareholder of KKR Millennium Limited, KKR Europe Limited and KKR Europe II Limited and the designated member of KKR Millennium GP LLC); KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") (as a general partner of KKR Fund Holdings); (continued to footnote 7)
- (7) KKR Group Holdings L.P. ("KKR Group Holdings") (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings); KKR Group Limited ("KKR Group") (as the general partner of KKR Group Holdings); KKR & Co. L.P. ("KKR & Co.") (as the sole shareholder of KKR Group); and KKR Management LLC ("KKR Management") (as the general partner of KKR & Co.) may also be deemed to be the beneficial owner of the securities held by Millennium Fund, European Fund and European Fund II.
- (8) As the sole general partner of KKR Partners (International), Limited Partnership ("Partners International"), KKR 1996 Overseas, Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners International. KKR 1996 Overseas, Limited disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.
- (9) As the designated members of KKR Management LLC, Messrs. Henry R. Kravis and George R. Roberts each may be deemed to be the

beneficial owner of the securities held by Millennium Fund, European Fund and European Fund II but disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest. As directors of KKR 1996 Overseas, Limited, Messrs. Kravis, Roberts, James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Reinhard Gorenflos, Joseph Y. Bae, Brian F. Carroll, Scott C. Nuttall and William J. Janetschek may be deemed to be the beneficial owner of the securities held by Partners International but disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest. Messrs. Kravis and Roberts have also been designated as managers of KKR Millennium GP by KKR Fund Holdings.

- (10) Each Reporting Person and each other person named in notes (2) through (9) above disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's 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:**

Because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, the reporting persons have filed four Form 4s with respect to Avago Technologies Limited on the date hereof, all of which, taken together, constitute one Form 4. The reporting persons named in Box 1 of these four Form 4's are KKR Fund Holdings L.P., KKR Millennium Limited, KKR Europe II Limited and KKR 1996 Overseas, Limited, and other reporting persons are listed elsewhere in these forms. This Form 4 is filed as Part 1 of 4 parts.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)
KKR SP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019				See Footnotes (1) - (10)

**Signatures**

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, General Partner, KKR Fund Holdings GP Limited for KKR Fund Holdings L.P.

12/12/2012

\*\* Signature of Reporting Person

Date

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Fund Holdings GP

<b>Limited</b>	<b>12/12/2012</b>
** Signature of Reporting Person	Date
<b>/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, General Partner, KKR Group Limited for KKR Group Holdings L.P.</b>	<b>12/12/2012</b>
** Signature of Reporting Person	Date
<b>/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited</b>	<b>12/12/2012</b>
** Signature of Reporting Person	Date
<b>/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer, General Partner, KKR Management LLC for KKR &amp; Co. L.P.</b>	<b>12/12/2012</b>
** Signature of Reporting Person	Date
<b>/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC</b>	<b>12/12/2012</b>
** Signature of Reporting Person	Date
<b>/s/ Richard J. Kreider, Attorney-in-fact for Johannes P. Huth, Director for KKR SP Limited</b>	<b>12/12/2012</b>
** Signature of Reporting Person	Date

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

\* 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).

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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