NUTTALL SCOTT C
Form 3
August 05, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â KKR 1996 OVERSEAS LTD

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/05/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares, no par value	17,782,701	I	Held through Bali Investments S.? r.l. and KKR Millennium Fund (Overseas), Limited Partnership (1) (2) (3) (4) (14)
Ordinary Shares, no par value	35,407,740	I	Held through Bali Investments S.? r.l. and KKR European Fund, Limited Partnership (1) (2) (5) (6) (14)
Ordinary Shares, no par value	23,748,545	I	Held through Bali Investments S.? r.l. and KKR European Fund II, Limited Partnership (1) (2) (7) (8) (14)
Ordinary Shares, no par value	3,144,049	I	

			Held through Bali Investments S.? r.l. and KKR Partners (International), Limited Partnership (1) (2) (9) (10) (14)
Ordinary Shares, no par value	12,123,637	I	Held through Bali Investments S.? r.l. and Avago Investment Partners, Limited Partnership (1) (2) (11) (12) (14)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy) (13) (14)	Â (13)	04/13/2011	Ordinary Shares	50,000	$ 5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR 1996 OVERSEAS LTD C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
KKR PARTNERS INTERNATIONAL LTD PARTNERSHIP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
Gorenflos Reinhard C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
BAE JOSEPH Y C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.	Â	Â X	Â	Â

9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019				
CARROLL BRIAN F C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
SAER JOHN K JR C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
NUTTALL SCOTT C C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
CALBERT MICHAEL M C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
Janetschek William J C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â

Signatures

See signatures of Reporting Persons attached as Exhibit 99.1	08/05/2009
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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)	Bali Investments S.? r.l. ("Bali") holds 172,676,402 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.
(2)	Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geyser 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 KKR collectively have the right under the shareholders agreement to nominate up to three directors of Avago.
(3)	KKR Millennium Fund (Overseas), Limited Partnership ("Millennium Fund"), as a shareholder of Bali, may be deemed to indirectly own 17,782,701 ordinary shares of Avago. As the sole general partner of 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.

(4) The directors of KKR Millennium Limited are Messrs. Henry R. Kravis, George R. Roberts, James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Jacques Garaialde, Reinhard Gorenflos, Joseph Y. Bae, Brian F. Carroll, John K. Saer, Jr., Scott C. Nuttall, Michael M. Calbert and William J. Janetschek. Mr. Greene is a member of the board of directors of Avago. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR Millennium Limited but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(5) KKR European Fund, Limited Partnership ("European Fund"), as a shareholder of Bali, may be deemed to indirectly own 35,407,740 ordinary shares of Avago. As the sole general partner of 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.

(6) The directors of KKR Europe Limited are the individuals named in footnote (4), other than Mr. Calbert. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR Europe Limited but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(7) KKR European Fund II, Limited Partnership ("European Fund II"), as a shareholder of Bali, may be deemed to indirectly own 23,748,545 ordinary shares of Avago. As the sole general partner of 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.

(8) The directors of KKR Europe Limited II are the individuals named in footnote (4). Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR Europe Limited II but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(9) KKR Partners (International), Limited Partnership ("Partners International"), as a shareholder of Bali, may be deemed to indirectly own 3,144,049 ordinary shares of Avago. As the sole general partner of 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.

(10) The directors of KKR 1996 Overseas, Limited are the individuals named in footnote (4), other than Messrs. Garaialde and Calbert. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR 1996 Overseas, Limited but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(11) Avago Investment Partners, Limited Partnership ("AIP"), as a shareholder of Bali, may be deemed to indirectly own 12,123,637 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, 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.

(12) KKR Millennium GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are the other individuals named in footnote (4), other than Messrs. Bae, Carroll and Saer. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR Millennium GP LLC but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(13) The options reported on this Form 3 are held solely by Mr. Greene. Options vest with respect to 20% of the shares subject thereto on each anniversary of December 1, 2005, such that the option will be fully vested and exercisable on December 1, 2010.

(14) 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.

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Remarks:

ExhibitÂ 24Â -Â PowersÂ ofÂ Attorney.

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SEC'sÂ EDGARÂ

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

Explanation of Responses:

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