

HUTH JOHANNES P

Form 4

February 02, 2010

**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 \*  
KKR Europe II LTD

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2010

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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
|                                        |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                          |
| Ordinary<br>Shares,<br>no par<br>value | 02/02/2010                              |                                                             | S                                    |                                                                         | 2,007,179                                                                                                          | D                                                                       | \$<br>17.41                                                    |
|                                        |                                         |                                                             |                                      |                                                                         | 13,468,505                                                                                                         | I                                                                       |                                                                |

Held through  
Bali  
Investments  
S.r.l. and  
KKR  
Millennium  
Fund  
(Overseas),  
Limited  
Partnership <sup>(1)</sup>  
(2) (3) (7) (9) (10)

|                                        |            |   |           |   |             |            |   |                                                                                                                                                                |
|----------------------------------------|------------|---|-----------|---|-------------|------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary<br>Shares,<br>no par<br>value | 02/02/2010 | S | 3,996,562 | D | \$<br>17.41 | 26,817,599 | I | Held through<br>Bali<br>Investments<br>S.ar.l. and<br>KKR European<br>Fund, Limited<br>Partnership <sup>(1)</sup><br><u>(2) (4) (7) (9) (10)</u>               |
| Ordinary<br>Shares,<br>no par<br>value | 02/02/2010 | S | 2,680,558 | D | \$<br>17.41 | 17,986,998 | I | Held through<br>Bali<br>Investments<br>S.ar.l. and<br>KKR European<br>Fund II,<br>Limited<br>Partnership <sup>(1)</sup><br><u>(2) (5) (7) (9) (10)</u>         |
| Ordinary<br>Shares,<br>no par<br>value | 02/02/2010 | S | 1,368,426 | D | \$<br>17.41 | 9,182,364  | I | Held through<br>Bali<br>Investments<br>S.ar.l. and<br>Avago<br>Investment<br>Partners,<br>Limited<br>Partnership <sup>(1)</sup><br><u>(2) (6) (7) (9) (10)</u> |
| Ordinary<br>Shares,<br>no par<br>value | 02/02/2010 | S | 354,877   | D | \$<br>17.41 | 2,381,283  | I | Held through<br>Bali<br>Investments<br>S.ar.l. and<br>KKR Partners<br>(International),<br>Limited<br>Partnership <sup>(1)</sup><br><u>(2) (8) (9) (10)</u>     |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying | 8. Price of<br>Derivative<br>Security | 9. Number of<br>Derivative<br>Securities |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|------------------------------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|--------------------------------|------------|-------------------------------------------------|
| Code       | V                                  | (A)              | (D)        | Date<br>Exercisable                                                                             | Expiration<br>Date             | Title      | Amount<br>or<br>Number<br>of<br>Shares          |

## Reporting Owners

| Reporting Owner Name / Address                                                                                                                  | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                                                 | Director      | 10% Owner | Officer | Other |
| KKR Europe II LTD<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                                         |               | X         |         |       |
| KKR Associates Europe II, Limited Partnership<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019 |               | X         |         |       |
| KKR European Fund II, Limited Partnership<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019     |               | X         |         |       |
| MICHELSON MICHAEL W<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019                           |               | X         |         |       |
| HUTH JOHANNES P<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019                               |               | X         |         |       |
| FISHER TODD A<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019                                 |               | X         |         |       |
| NAVAB ALEXANDAR JR<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH STREET, SUITE 4200<br>NEW YORK, NY 10019                            |               | X         |         |       |
|                                                                                                                                                 |               | X         |         |       |

LIPSCHULTZ MARC S  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

Gorenflos Reinhard  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

BAE JOSEPH Y  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X  
9 WEST 57TH STREET, SUITE 4200  
NEW YORK, NY 10019

## Signatures

KKR Europe II Limited, /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director 02/02/2010

\_\_Signature of Reporting Person Date

KKR Associates Europe II, Limited Partnership, By: KKR Europe II Limited, Its: General Partner, /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director 02/02/2010

\_\_Signature of Reporting Person Date

KKR European Fund II, Limited Partnership, By: KKR Associates Europe II, Limited Partnership and KKR Europe II Limited, Its: General Partners , /s/ Richard J. Kreider, : Attorney-in-fact for William J. Janetschek, Director 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Michael W. Michelson 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Johannes P. Huth 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Todd A. Fisher 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Alexander Navab 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Marc S. Lipschultz 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Reinhard Gorenflos 02/02/2010

\_\_Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Joseph Y. Bae

02/02/2010

\_\_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) Bali Investments S.ar.l. ("Bali") holds 130,784,016 ordinary shares, or 55.4%, of Avago Technologies Limited ("Avago") based on 236,053,966 ordinary shares outstanding as of January 10, 2010. 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 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 13,468,505 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) KKR European Fund, Limited Partnership ("European Fund"), as a shareholder of Bali, may be deemed to indirectly own 26,817,599 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.

(5) KKR European Fund II, Limited Partnership ("European Fund II"), as a shareholder of Bali, may be deemed to indirectly own 17,986,998 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.

(6) Avago Investment Partners, Limited Partnership ("AIP"), as a shareholder of Bali, may be deemed to indirectly own 9,182,364 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.

(7) Each of 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); 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) KKR Partners (International), Limited Partnership ("Partners International"), as a shareholder of Bali, may be deemed to indirectly own 2,381,283 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.

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- (9) As the designated members of KKR Management LLC, Messrs. Henry R. Kravis and George R. Roberts 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. Nuttal 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. Mr. Greene is a member of the board of directors of Avago.
- (10) Each Reporting Person and each other person named in notes (3) 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 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, KKR 1996 Overseas, Limited, and other reporting persons are listed elsewhere in these forms. This Form 4 is filed as Part 3 of these forms.

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

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.