

Broadcom Ltd
Form 8-K
July 18, 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): July 18, 2017 (July 17, 2017)

Broadcom Limited

Broadcom Cayman L.P.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| Singapore | 001-37690 | 98-1254807 |
| Cayman Islands (State or other jurisdiction) | 333-205938-01 (Commission) | 98-1254815 (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) |
| Registrant's 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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 8.01. Other Events.

As previously reported, on November 2, 2016, Broadcom Limited (Broadcom or the Company), Broadcom Corporation and Bobcat Merger Sub, Inc. (Merger Sub) entered into an Agreement and Plan of Merger (the Merger Agreement) with Brocade Communication Systems, Inc. (Brocade), providing for the merger of Merger Sub with and into Brocade (the Merger). Capitalized terms not otherwise defined have the meaning set forth in the Merger Agreement. Broadcom Corporation assigned all of its rights under the Merger Agreement to LSI Corporation (LSI) on December 19, 2016.

On July 17, 2017, following discussions with the Committee on Foreign Investment in the United States (CFIUS), the parties agreed to withdraw and re-file their joint voluntary notice to CFIUS under the Defense Production Act of 1950, as amended, to allow more time for review and discussion with CFIUS in connection with the proposed acquisition (the Re-Filing). Once CFIUS accepts the joint voluntary notice, it will commence a new 30-day review period, which may be followed by a 45-day investigation period. Broadcom and Brocade will continue to actively engage with CFIUS, and remain fully committed to completing the acquisition. There can be no assurances, however, that CFIUS will ultimately agree that the parties may proceed with the proposed acquisition.

As a result of the Re-Filing, and in accordance with the Merger Agreement, on July 17, 2017, LSI and Brocade elected to extend the End Date from August 1, 2017 to November 1, 2017. No other provisions of the Merger Agreement were otherwise amended or waived, and the Merger Agreement remains in full force and effect.

The closing of the proposed acquisition remains subject to the receipt of CFIUS clearance and antitrust regulatory approval in China, as well as other customary closing conditions.

Broadcom presently expects the proposed acquisition to be completed during its fourth fiscal quarter ending October 29, 2017.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.
None.

Cautionary Note Regarding Forward-Looking Statements

This communication, and any documents to which the Company refers you in this communication, contains not only historical information, but also forward-looking statements made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements represent the Company's current expectations or beliefs concerning future events, including but not limited to the expected completion and timing of the proposed transaction and other information relating to the proposed transaction. Without limiting the foregoing, the words believes, anticipates, plans, expects, intends, forecasts, should, estimates, contemplate, potential, predict, project, projection, target, seek, may, will, could, should, would, assuming are intended to identify forward-looking statements. You should read any such forward-looking statements carefully, as they involve a number of risks, uncertainties and assumptions that may cause actual results to differ significantly from those projected or contemplated in any such forward-looking statement. Those risks, uncertainties and assumptions include, (i) the risk that the proposed transaction may not be completed in a timely manner or at all, (ii) the failure to satisfy any of the conditions to the consummation of the proposed transaction, including the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (iv) the outcome of any legal proceedings that have been

or may be instituted against Brocade related to the Merger Agreement or the proposed transaction, and (v) other risks described in Broadcom's filings with the SEC, such as its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. Forward-looking statements speak only as of the date of this communication or the date of any document incorporated by reference in this document. Except as required by applicable law or regulation, the Company does not assume any obligation to update any such forward-looking statements whether as the result of new developments or otherwise.

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, thereunto duly authorized.

Date: July 18, 2017

Broadcom Limited

By: /s/ Mark Brazeal
Name: Mark Brazeal
Title: Chief Legal Officer

Broadcom Cayman L.P., by its general partner

Broadcom Limited

By: /s/ Mark Brazeal
Name: Mark Brazeal
Title: Chief Legal Officer