

Avago Technologies LTD
Form SC 13G/A
August 20, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 1)¹
Avago Technologies Limited
(Name of Issuer)
Ordinary Shares, no par value
(Title of Class of Securities)
Y0486S 104
(CUSIP Number)
December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Millennium Fund (Overseas), Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Associates Millennium (Overseas), Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 -0-

SHARED DISPOSITIVE POWER

WITH 8 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Millennium Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐ (b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

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OO

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Page 4 of 43 pages.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR European Fund, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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48.3%*

TYPE OF REPORTING PERSON

12

PN

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Associates Europe, Limited Partnerships

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
-0-

SHARED DISPOSITIVE POWER

WITH **8**
115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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11

48.3%*

TYPE OF REPORTING PERSON

12

PN

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Europe Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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115,687,178 shares*

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR European Fund II, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Associates Europe II, Limited Partnership

CHECK BOX THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 -0-

SHARED DISPOSITIVE POWER

WITH 8 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAMES OF REPORTING PERSON

I.R.S. Identification No. of Above Persons (Entities Only)

1

KKR Europe II Limited

CHECK BOX THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAMES OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Avago Investment Partners, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐ (b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 -0-

SHARED DISPOSITIVE POWER

WITH 8 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Avago Investment G.P., Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR Millennium GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

Page 13 of 43 pages.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Fund Holdings L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐ (b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 -0-

SHARED DISPOSITIVE POWER

WITH 8 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

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Page 14 of 43 pages.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR Fund Holdings GP Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

Page 15 of 43 pages.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Group Holdings L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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115,687,178 shares*

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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TYPE OF REPORTING PERSON

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Page 16 of 43 pages.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Group Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
-0-

SHARED DISPOSITIVE POWER

WITH **8**
115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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115,687,178 shares*

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TYPE OF REPORTING PERSON

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* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G

Page 17 of 43 pages.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR & Co. L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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115,687,178 shares*

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TYPE OF REPORTING PERSON

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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TYPE OF REPORTING PERSON

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR Partners (International), Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

PN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

KKR 1996 Overseas, Limited

CHECK BOX THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES
BENEFICIALLY
OWNED BY

115,687,178 shares*

SOLE DISPOSITIVE POWER

7

EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR SP Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

OO

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Henry R. Kravis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
-0-

SHARED DISPOSITIVE POWER

WITH **8**
115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

IN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

George R. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
115,687,178 shares*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
-0-

SHARED DISPOSITIVE POWER

WITH **8**
115,687,178 shares*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,687,178 shares*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

48.3%*

TYPE OF REPORTING PERSON

12

IN

* Represents the aggregate number of ordinary shares of Avago Technologies Limited held by Bali Investments S.à.r.l. as of August 18, 2010 and percentage ownership based on ordinary shares outstanding as of August 18, 2010. See Item 4 of this Statement on Schedule 13G.

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Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the Act), and as provided in the Joint Filing Agreement filed as Exhibit 1 to this Amendment No. 1 to Statement on Schedule 13G (this Schedule 13G), each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons), have agreed to file one statement with respect to their ownership of ordinary shares, no par value, of Avago Technologies Limited.

Item 1.

(a) Name of Issuer:

Avago Technologies Limited

(b) Address of Issuer's Principal Executive Offices:

1 Yishun Avenue 7

Singapore 768923

Item 2.

(a) Name of Persons Filing:

KKR Millennium Fund (Overseas), Limited Partnership

KKR Associates Millennium (Overseas), Limited Partnership

KKR Millennium Limited

KKR European Fund, Limited Partnership

KKR Associates Europe, Limited Partnership

KKR Europe Limited

KKR European Fund II, Limited Partnership

KKR Associates Europe II, Limited Partnership

KKR Europe II Limited

KKR Millennium GP LLC

KKR Fund Holdings L.P.

KKR Fund Holdings GP Limited

KKR Group Holdings L.P.

KKR Group Limited

KKR & Co. L.P.

KKR Management LLC

KKR Partners (International), Limited Partnership

KKR 1996 Overseas, Limited

KKR SP Limited

Henry R. Kravis

George R. Roberts

Avago Investment Partners, Limited Partnership

Avago Investment G.P., Limited

(b) Address of Principal Business Office:

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The principal business office for all persons filing except George R. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street
New York, NY 10019

The principal business office for George R. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94025

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Ordinary shares, no par value per share

(e) CUSIP Number:

Y0486S 104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

As of August 18, 2010, Bali Investments S.à.r.l. (Bali) held 115,687,178 ordinary shares of Avago Technologies Limited (Avago). Bali, certain funds affiliated with Kohlberg Kravis Roberts & Co. L.P. (KKR), certain funds affiliated with Silver Lake Partners (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 is a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. Affiliates of each of KKR and Silver Lake have the right under the shareholders agreement to nominate up to three directors of Avago.

The shareholders of Bali include funds affiliated with KKR and funds affiliated with Silver Lake. Each such person is a member of a group with respect to the ordinary shares of Avago held by Bali. Each such person, other than Bali, disclaims beneficial ownership of these securities.

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As of August 18, 2010, KKR Millennium Fund (Overseas), Limited Partnership (Millennium Fund), as a shareholder of Bali, may be deemed to have indirectly owned 11,913,790 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.

As of August 18, 2010, KKR European Fund, Limited Partnership (European Fund), as a shareholder of Bali, may be deemed to have indirectly owned 23,721,954 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.

As of August 18, 2010, KKR European Fund II, Limited Partnership (European Fund II), as a shareholder of Bali, may be deemed to have indirectly owned 15,910,699 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.

As of August 18, 2010, Avago Investment Partners, Limited Partnership (AIP), as a shareholder of Bali, may be deemed to have indirectly owned 8,122,413 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.

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Each of KKR SP Limited (KKR SP) (as a voting partner to each of KKR Associates Millennium (Overseas), Limited Partnership, KKR Associates Europe, Limited Partnership and KKR Associates Europe II, 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); 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. KKR Fund Holdings, KKR Fund Holdings GP, KKR Group Holdings, KKR Group, KKR & Co. and KKR Management disclaim beneficial ownership of such securities.

As of August 18, 2010, KKR Partners (International), Limited Partnership (Partners International), as a shareholder of Bali, may be deemed to have indirectly owned 2,106,403 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.

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. 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. Messrs. Kravis and Roberts have also been designated as managers of KKR Millennium GP LLC by KKR Fund Holdings.

(b) Percent of Class:

See Item 11 of each cover page. The percentages of beneficial ownership are based on 239,322,834 ordinary shares outstanding as of August 18, 2010.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of each cover page.

As of August 18, 2010, Bali had the sole power to vote and dispose of 115,687,178 ordinary shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the partners, members, affiliates or shareholders of the Reporting Persons and any other persons named in Item 4 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Attachment A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 20, 2010

KKR Millennium Fund (Overseas), Limited
Partnership

By: KKR Associates Millennium (Overseas),
Limited Partnership,
Its: General Partner

By: KKR Millennium Limited,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Associates Millennium (Overseas),
Limited
Partnership

By: KKR Millennium Limited,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Millennium Limited

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

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Dated: August 20, 2010

KKR European Fund, Limited Partnership

By: KKR Associates Europe, Limited
Partnership,
Its: General Partner

By: KKR Europe Limited,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Associates Europe, Limited Partnership

By: KKR Europe Limited,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Europe Limited

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR European Fund II, Limited Partnership

By: KKR Associates Europe II, Limited
Partnership,
Its: General Partner

By: KKR Europe II Limited,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Associates Europe II, Limited Partnership

By: KKR Europe II Limited,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Europe II Limited

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

Avago Investment Partners, Limited
Partnership

By: Avago Investment G.P., Limited,
Its: General Partner

By: KKR Millennium GP LLC
Its: Member

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for Henry R. Kravis,
Manager

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for George R. Roberts,
Manager

Dated: August 20, 2010

Avago Investment G.P., Limited

By: KKR Millennium GP LLC

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for Henry R. Kravis,
Manager

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for George R. Roberts,
Manager

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Dated: August 20, 2010

KKR Millennium GP LLC

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for Henry R. Kravis,
Manager

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for George R. Roberts,
Manager

Dated: August 20, 2010

KKR Fund Holdings L.P.

By: KKR Fund Holdings GP Limited,
Its: General Partner

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Fund Holdings GP Limited

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Group Holdings L.P.

By: KKR Group Limited,
Its: General Partner

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR Group Limited

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR & Co. L.P.

By: KKR Management LLC,
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Chief Financial Officer

Dated: August 20, 2010

KKR Management LLC

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Chief Financial Officer

Dated: August 20, 2010

KKR Partners (International), Limited
Partnership

By: KKR 1996 Overseas, Limited
Its: General Partner

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR 1996 Overseas, Limited

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J.
Janetschek, Director

Dated: August 20, 2010

KKR SP Limited

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for Johannes P. Huth,
Director

Dated: August 20, 2010

Henry R. Kravis

/s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-Fact

Dated: August 20, 2010

George R. Roberts

/s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-Fact

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ATTACHMENT A

Bali Investments S.à.r.l. (Bali), certain funds affiliated with Kohlberg Kravis Roberts & Co. L.P. (KKR), certain funds affiliated with Silver Lake Partners (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 Technologies Limited (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.

The shareholders of Bali include funds affiliated with KKR and funds affiliated with Silver Lake. Each such person is a member of a group with respect to the ordinary shares of Avago held by Bali. Each such person, other than Bali, disclaims beneficial ownership of the shares reported on this Schedule 13G.

The following persons affiliated with KKR may be deemed to be members of such group: KKR Millennium Fund (Overseas), Limited Partnership; KKR Associates Millennium (Overseas), Limited Partnership; KKR Millennium Limited; KKR European Fund, Limited Partnership; KKR Associates Europe, Limited Partnership; KKR Europe Limited; KKR European Fund II, Limited Partnership; KKR Associates Europe II, Limited Partnership; KKR Europe II Limited; KKR Millennium GP LLC; KKR SP Limited; KKR Fund Holdings L.P.; KKR Fund Holdings GP Limited; KKR Group Holdings L.P.; KKR Group Limited; KKR & Co. L.P.; KKR Management LLC; KKR Partners (International), Limited Partnership; KKR 1996 Overseas, Limited; Henry R. Kravis and George R. Roberts. Please also refer to Item 4 of this Schedule 13G.

The following persons affiliated with Silver Lake may be deemed to be members of such group, based solely on information received from such persons: Silver Lake Partners II Cayman, L.P., Silver Lake Technology Associates II Cayman, L.P., Silver Lake Technology Investors II Cayman, L.P., and Silver Lake (Offshore) AIV GP II, Ltd.

The following persons affiliated with both KKR and Silver Lake may be deemed to be members of such group: Avago Investment Partners, Limited Partnership; and Avago Investment G.P., Limited. Please also refer to Item 4 of this Schedule 13G.

Each such person is responsible for complying with its Schedule 13G reporting obligations with respect to Avago.

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EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement dated as of August 20, 2010
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