

Avago Technologies LTD
Form SC 13G
February 12, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. ____)***

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)

* 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

1 NAMES OF REPORTING PERSONS
KKR Millennium Fund (Overseas), Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		150,274,441 shares*
OWNED BY		

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON		

WITH:	8	SHARED DISPOSITIVE POWER
		150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Associates Millennium (Overseas), Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Millennium Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR European Fund, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Associates Europe, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Europe Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR European Fund II, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

Page 8 of 36 pages.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Associates Europe II, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		150,274,441 shares*
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Europe II Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
Avago Investment Partners, Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
Avago Investment G.P., Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Millennium GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Fund Holdings L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Fund Holdings GP Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Group Holdings L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7 %*

TYPE OF REPORTING PERSON

12

PN

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Group Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR & Co. L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

TYPE OF REPORTING PERSON

12

PN

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR Partners (International), Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
KKR 1996 Overseas, Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
Henry R. Kravis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. See Item 4 of this Statement on Schedule 13G.

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CUSIP No. Y0486S 104

1 NAMES OF REPORTING PERSONS
George R. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 150,274,441 shares*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 150,274,441 shares*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,274,441 shares*

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

63.7%*

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 December 31, 2009 and percentage ownership based on ordinary shares outstanding as of December 31, 2009. 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 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
Henry R. Kravis
George R. Roberts
Avago Investment Partners, Limited Partnership
Avago Investment G.P., Limited

(b) Address of Principal Business Office:

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 December 31, 2009, Bali Investments S.à.r.l. (Bali) held 150,274,441 ordinary shares of Avago Technologies Limited (Avago). On February 2, 2010, Bali participated in a secondary offering of Avago s ordinary shares, in which Bali sold 19,490,425 ordinary shares of Avago. As of February 12, 2010, Bali held 130,784,016 ordinary shares of Avago. The shareholders of Bali include 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.

Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geysler 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. Affiliates of each of KKR and Silver Lake have the right under the shareholders agreement to nominate up to three directors of Avago.

As of December 31, 2009, KKR Millennium Fund (Overseas), Limited Partnership (Millennium Fund), as a shareholder of Bali, may be deemed to have indirectly owned 15,475,684 ordinary shares of Avago. As of February 12, 2010, 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.

As of December 31, 2009, KKR European Fund, Limited Partnership (European Fund), as a shareholder of Bali, may be deemed to have indirectly owned 30,814,161 ordinary shares of Avago. As of February 12, 2010, 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.

As of December 31, 2009, KKR European Fund II, Limited Partnership (European Fund II), as a shareholder of Bali, may be deemed to have indirectly owned 20,667,556 ordinary shares of Avago. As of February 12, 2010, European Fund II, as a shareholder of Bali, may be deemed to indirectly own 13,468,505 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 December 31, 2009, Avago Investment Partners, Limited Partnership (AIP), as a shareholder of Bali, may be deemed to have indirectly owned 10,550,790 ordinary shares of Avago. As of February 12, 2010, AIP, as a shareholder of Bali, may be deemed to indirectly own 13,468,505 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.

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. 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 December 31, 2009, KKR Partners (International), Limited Partnership (Partners International), as a shareholder of Bali, may be deemed to have indirectly owned 2,736,160 ordinary shares of Avago. As of February 12, 2010, 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.

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. Mr. Greene is a member of the board of directors of Avago.

(b) Percent of Class:

See Item 11 of each cover page. The percentages of beneficial ownership are based on 236,011,856 ordinary shares outstanding as of December 31, 2009.

As of February 12, 2010, the percentages of beneficial ownership of ordinary shares of Avago of the Reporting Persons was 55.2% (based on 237,073,449 shares outstanding as of February 3, 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 February 12, 2010, Bali had the sole power to vote and dispose of 130,784,016 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: February 12, 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/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Associates Millennium (Overseas), Limited Partnership

By: KKR Millennium Limited,
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Millennium Limited

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR European Fund, Limited Partnership

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

By: KKR Europe Limited,
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Associates Europe, Limited Partnership

By: KKR Europe Limited,
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Europe Limited

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 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/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Associates Europe II, Limited
Partnership

By: KKR Europe II Limited,
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Europe II Limited

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

Avago Investment Partners, Limited
Partnership

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

By: KKR Millennium GP LLC
Its: Member

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-fact for Henry R. Kravis,
Manager

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-fact for George R. Roberts,
Manager

Dated: February 12, 2010

Avago Investment G.P., Limited

By: KKR Millennium GP LLC
Its: Member

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-fact for Henry R. Kravis,

Manager

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-fact for George R. Roberts,
Manager

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Dated: February 12, 2010

KKR Millennium GP LLC

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-fact for Henry R. Kravis,
Manager

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-fact for George R. Roberts,
Manager

Dated: February 12, 2010

KKR Fund Holdings L.P.

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

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Fund Holdings GP Limited

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Group Holdings L.P.

By: KKR Group Limited,
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR Group Limited

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR & Co. L.P.

By: KKR Management LLC,
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Chief Financial Officer

Dated: February 12, 2010

KKR Management LLC

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Chief Financial Officer

Dated: February 12, 2010

KKR Partners (International), Limited
Partnership

By: KKR 1996 Overseas, Limited
Its: General Partner

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

KKR 1996 Overseas, Limited

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Director

Dated: February 12, 2010

Henry R. Kravis

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-Fact

Dated: February 12, 2010

George R. Roberts

/s/ William J. Janetschek

Name: William J. Janetschek,
Title: Attorney-in-Fact

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ATTACHMENT A

The shareholders of Bali Investments S.à.r.l. (Bali) include 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 Technologies Limited (Avago) held by Bali. However, each such person disclaims beneficial ownership of the shares reported on this Schedule 13G.

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

Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geysler 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.

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

EXHIBIT INDEX

- Exhibit 1 Joint Filing Agreement dated as of February 12, 2010
- Exhibit 2 Power of Attorney dated as of July 31, 2005
- Exhibit 3 Power of Attorney dated as of July 31, 2005

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