



#37707

**DATE: OCTOBER 28, 2015**

**SUBJECT: BROADCOM CORPORATION (ELECTION MERGER) -  
ANTICIPATED ADJUSTMENT  
OPTION SYMBOL: BRCM  
NEW SYMBOL: ???  
FUTURES SYMBOL: BRCM1D  
NEW SYMBOL: BRCM2D  
DATE: ??? (ELECTION DEADLINE: ???)**

On November 10, 2015, Shareholders of Broadcom Corporation (BRCM) will vote concerning the proposed merger with Avago Technologies Limited (AVGO). If the merger is approved and consummated, the combined company will be named Broadcom Limited, and its common shares will trade on NASDAQ under a symbol that is to be determined.

**The Merger: Aggregate Terms**

The objective of the transaction consideration structure is to achieve an overall mix of consideration of approximately half cash and half equity to BRCM shareholders, while also modifying that goal to allow any BRCM shareholder who desires to receive securities of the surviving company in a transaction intended to constitute a tax-free exchange to achieve that result.

**The Merger: Individual Share Elections**

Within the terms of the Merger, individual BRCM Shareholders may:

- Elect to receive \$54.50 cash per each BRCM Common Share (Cash Election). Cash Elections are subject to proration. OR,
- Elect to receive 0.4378 (New) Broadcom Limited Ordinary Shares per each existing BRCM Common Share (Share Election). Share Elections are subject to proration. Cash will be paid in lieu of fractional shares. OR,
- Elect to receive 0.4378 limited partnership units of Holdco LP (general partner of Broadcom Limited) that are designed to be the economic equivalent of 0.4378 Broadcom Limited ordinary shares. OR,
- Register no preference by not making an election (Non-electing). Under the terms of the election, shares which are not subject to an effective election will be treated as non-electing shares and converted into the right to receive the Cash Election.

Elections must be submitted to the exchange agent, Computershare Trust Company N.A. The election deadline is 5:00 p.m. New York City Time, on a date which will be five days prior to Avago's good faith estimate of the closing of the merger. BRCM Shareholders must observe all terms and conditions for the election as specified in the BRCM/AVGO Proxy Statement/Prospectus dated September 28, 2015 ("Proxy"). **It is unknown whether or not BRCM Shares may be delivered pursuant to an election under "Notices of Guaranteed Delivery."** In all cases, Call option holders exercising in order to obtain stock for an election must exercise in sufficient time to be able to make valid delivery pursuant to the election procedures.

## **The Merger Consideration: Prorations**

Only Cash and Share Elections will be subject to proration as described in the Proxy.

### **CONTRACT ADJUSTMENT**

DATE:	Effective the opening of the business day after the merger is consummated.
OPTION SYMBOL:	BRCM changes to ???
STRIKE DIVISOR:	1
CONTRACT MULTIPLIER:	1
NEW MULTIPLIER:	100 (e.g., for premium or strike price extensions, 1.00 equals \$100)
NEW DELIVERABLE PER CONTRACT:	The deliverable for adjusted BRCM options will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO NON-ELECTING BRCM SHAREHOLDERS (stated in terms of a current 100-Share deliverable).
CUSIP:	(New) Broadcom Limited: TBD

### **DELAYED SETTLEMENT**

OCC will delay settlement of the adjusted BRCM deliverable until the non-electing merger consideration is determined.

### **Futures Contract Adjustment**

DATE:	Effective the opening of the business day after the merger is consummated.
FUTURES SYMBOL:	BRCM1D changes to BRCM2D
NUMBER OF CONTRACTS:	No Change
MULTIPLIER:	100 (e.g., a premium of 1.50 yields \$150)
NEW DELIVERABLE PER CONTRACT:	The deliverable for adjusted BRCM2D futures will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO NON-ELECTING BRCM SHAREHOLDERS (stated in terms of a current 100-Share deliverable).
CUSIP:	(New) Broadcom Limited: TBD

### **DELAYED SETTLEMENT**

OCC will delay settlement of the BRCM2D deliverable until the non-electing consideration is determined.

## **Important Exercise Considerations**

Holders of BRCM Call options who wish to make their own elections with respect to BRCM shares received through exercise (for example, to receive a consideration other than the Non-Electing consideration) bear sole responsibility in determining when to exercise their options to permit a valid election. After the merger is consummated and the contract adjustment described above is effected, adjusted BRCM options will no longer call for the delivery of BRCM shares upon exercise. Call option holders will receive upon exercise (and Put holders deliver upon exercise) the non-electing merger consideration (on a per contract basis).

## **Delivery Settlement and Protect Provisions**

Option contracts which are exercised, and physically-settled security futures contracts which mature, will require the settlement of all component securities included in the contract deliverable at the time of the futures contract maturation or option contract exercise, including rights, warrants, or similar instruments. Additional BRCM entitlements (such as due bills, eligibility to participate in tender offers, elections, etc.) may also automatically attach to securities deliverable upon physically-settled futures contract maturity or option exercise. Conversely, securities not included in the contract deliverable at the time of the option exercise or futures contract maturity, or other entitlements not associated with the underlying deliverable securities, may preclude holders of long futures contracts from realizing the benefit of such entitlements. For example, if a physically-settled security futures underlying security is the subject of a tender offer, exchange offer, or similar event which expires *before* the futures contract reaches its maturity, the securities due to long futures holders upon maturity *will not* be eligible for participation in the tender/exchange offer. Conversely, if such tender offer, exchange offer or similar event expires *after* the futures contract matures, securities deliverable to long futures holders *will* be eligible for participation in these events.

Except in unusual cases, securities deliverable as a result of equity option exercise or the maturity of physically-settled security futures are settled through National Securities Clearing Corporation (NSCC).

Rights and obligations of Members with respect to securities settling at NSCC as a result of an option exercise or assignment or a physically-settled security future delivery or receipt obligation are governed by the rules of NSCC. NSCC has its own rules which enable purchasers of securities to protect themselves for value which may be lost if timely delivery is not made to them of securities subject to specific deadlines, such as the expiration of a tender offer, rights subscription, election, or similar event. These rules are generally called protect or liability notice procedures, and are intended to protect purchasers by binding the delivering parties to liability if such value is lost because timely delivery is not effected. Purchasers of securities must observe the rules and procedures of NSCC to avail themselves of such "protect" provisions of NSCC. Questions regarding these provisions should be addressed to NSCC.

## **Special Risks**

Writers of call options and holders of short positions in physically-settled security futures at maturity who are uncovered with respect to deliverable securities subject to deadlines or cut-off times (such as expirations of tender offers, rights subscriptions, elections, or similar events) should be aware of a risk associated with the timing of their possible assignments or physically-settled security futures delivery obligations: Equity option exercise settlement and settlement of physically-settled security futures delivery obligations normally occurs 3 business days after the option exercise date or the security-futures maturity date. An uncovered call writer or uncovered short futures holder who has an obligation to deliver, and who waits until after assignment or futures maturity to effect purchase of the underlying security, may not be able to effect timely delivery by a regular-way purchase (3 business-day settlement) or call option exercise (3 business-day settlement after exercise). Such uncovered writer or short futures holder may nevertheless be subject to liability under the protect provisions of NSCC (see above) with respect to his delivery obligation, because he cannot make timely delivery. Additionally, Cash Markets (same-day, or less-than-3-business-day settlement) may not be available, or may be expensive for buyers of the underlying security.

## **DISCLAIMER**

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by a panel of The OCC Securities Committee pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The adjustment panel is comprised of representatives from OCC and each exchange which trades the affected option. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

**ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.**

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email [investorservices@theocc.com](mailto:investorservices@theocc.com). Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email [memberservices@theocc.com](mailto:memberservices@theocc.com).