

PLX TECHNOLOGY INC
Form SC TO-C
June 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 23, 2014 (June 23, 2014)

Avago Technologies Limited

(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction

of incorporation)

001-34428
(Commission

File Number)

98-0682363
(IRS Employer

Identification No.)

1 Yishun Avenue 7

Singapore 768923
(Address of principal executive offices)

N/A
(Zip Code)

Registrant's telephone number, including area code: (65) 6755-7888

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☒ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On June 23, 2014, Avago Technologies Limited (Avago Limited) and PLX Technology, Inc. (PLX) issued a joint press release relating to the execution of an Agreement and Plan of Merger (the Merger Agreement) between Avago Technologies Wireless (U.S.A.) Manufacturing Inc., a Delaware corporation and wholly owned indirect subsidiary of Avago Limited (Parent), Pluto Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (Purchaser) and PLX. The Merger Agreement provides that, on and subject to the terms of the Merger Agreement, Purchaser will commence a tender offer (the Offer) to purchase all of the outstanding shares of PLX common stock, \$0.001 par value, at a price of \$6.50 per share, without interest and subject to any applicable withholding taxes. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated by reference into this Item 8.01.

Additional Information and Where to Find It

The Offer described herein has not yet commenced. This Current Report on Form 8-K and the press release attached hereto are for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any offer will only be made through a Tender Offer Statement on Schedule TO, which will contain an offer to purchase, form of letter of transmittal and other documents relating to the tender offer (collectively, the Offer Materials), each to be filed with the SEC by Parent. In addition, PLX will file with the SEC a solicitation/recommendation statement on Schedule 14D-9 with respect to the Offer. Parent and PLX expect to mail the Offer Materials, as well as the Schedule 14D-9, to PLX stockholders. Investors and security holders are urged to carefully read these documents and the other documents relating to the transactions contemplated by the Merger Agreement when they become available because these documents will contain important information relating to the Offer and related transactions. Investors and security holders may obtain a free copy of these documents after they have been filed with the SEC, and other annual, quarterly and special reports and other information filed with the SEC by Avago Limited or PLX, at the SEC's website at www.sec.gov. In addition, such materials may be obtained from Avago Limited or PLX by contacting Avago Limited Investor Relations at (408) 435-7400 or investor.relations@avagotech.com or PLX Investor Relations at (408) 774-9060 or investor-relations@plxtech.com.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this Current Report on Form 8-K and in the press release attached hereto may constitute forward-looking statements . Forward-looking statements may be typically identified by such words as may, will, could, should, expect, anticipate, plan, likely, believe, estimate, project, intend, and other similar forward-looking statements are subject to known and unknown risks and uncertainties that could cause our actual results to differ materially from the expectations expressed in the forward-looking statements. Although Avago Limited and PLX believe that the expectations reflected in the forward-looking statements are reasonable, any or all of such forward-looking statements may prove to be incorrect. Consequently, no forward-looking statements may be guaranteed and there can be no assurance that the actual results or developments anticipated by such forward looking statements will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Avago Limited, PLX or their respective businesses or operations.

Factors which could cause actual results to differ from those projected or contemplated in any such forward-looking statements include, but are not limited to, the following factors: (1) the risk that the conditions to the closing of the transaction are not satisfied, including the risk that Purchaser may not receive sufficient number of shares tendered from PLX stockholders to complete the tender offer; (2) litigation relating to the transaction; (3) uncertainties as to the timing of the consummation of the transaction and the ability of each of PLX and Parent to consummate the transaction; (4) risks that the proposed transaction disrupts the current plans and operations of PLX or Avago Limited; (5) the ability of PLX to retain and hire key personnel; (6) competitive responses to the proposed transaction; (7) unexpected costs, charges or expenses resulting from the transaction; (8) potential adverse reactions or changes to

business relationships resulting from the announcement or completion of the transaction; (9) Avago Limited's ability to achieve the growth prospects and synergies expected from the transaction, as well as delays, challenges and expenses associated with integrating PLX with its existing businesses; and (10) legislative, regulatory and economic developments. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in PLX's and Avago Limited's respective most recent Quarterly Report on Form 10-Q, and PLX's and Avago Limited's more recent reports filed with the SEC. PLX and Parent can give no assurance that the conditions to the transaction will be satisfied. Neither PLX nor Parent undertakes any intent or obligation to publicly update or revise any of these forward looking statements, whether as a result of new information, future events or otherwise, except as required by law. PLX is responsible for information in this Current Report on Form 8-K concerning PLX and Avago Limited is responsible for information in this Current Report on Form 8-K concerning Avago Limited.

Avago Limited's Quarterly Report on Form 10-Q filed on June 10, 2014 and other filings with the SEC (which may be obtained for free at the SEC's website at <http://www.sec.gov>) discuss some of the important risk factors that may affect Avago Limited's business, results of operations and financial condition. Avago undertakes no intent or obligation to publicly update or revise any of these forward looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
Exhibit 99.1	Joint Press Release, dated June 23, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 23, 2014

Avago Technologies Limited

By: /s/ Patricia H. McCall

Name: Patricia H. McCall

Title: Vice President, General Counsel

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Joint Press Release, dated June 23, 2014