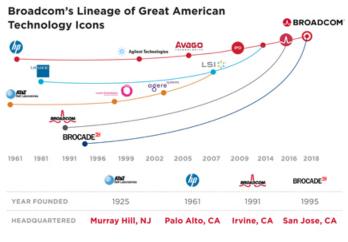
#### Filed by Broadcom Cayman L.P. Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Qualcomm Incorporated (Commission File No. 000-19528)





#### focus on innovation to ensure U.S. leadership in future wireless technology

government in development of

Will create new \$1.5B fund with

Pledge to work with U.S.

5G

Creating steady stream of highpaying **U.S. tech jobs** 

# Redomiciliation to U.S. Now Expected to be Complete by April 3, 2018

By redomiciling to the U.S., Broadcom will:

Pay **hundreds of millions** of dollars in additional taxes

For more information please visit: www.avgo-qcom.com

## **BROADCOM An American Success Story** PROUD OF OUR 50-YEAR AMERICAN HERITAGE



## Our Pledge to Make the U.S. the Global Leader in 5G

#### **OUR PLEDGE TO** Leading 5G

- ★ Broadcom has a successful 50-year heritage of building leading communications technologies including Wi-Fi, broadband access, network switching and routing. With its proven track record of investing in and growing core franchises, Broadcom is committed to making the U.S. the global leader in 5G.
- Broadcom acquires companies to focus resources and strengthen leadership in their core franchises. In the case of Qualcomm, this will be 5G cellular.

### **OUR PLEDGE TO** Accelerate Innovation and R&D

- ★ Broadcom has a proven track record of managing R&D for maximum impact and investing in core franchises. Broadcom will not only maintain the R&D resources Qualcomm devotes to 5G and innovation in future wireless standards - we will also focus R&D spend to those critical technologies that are essential to the U.S.
- ★ Consistent with our commitment, Broadcom is pledging to create a new \$1.5 billion fund with a focus on innovation to train and educate the next generation of engineers in the U.S. This will ensure America's lead in future wireless technology.
- ★ Importantly, Broadcom will fund enhanced R&D through lawful business practices rather than predatory and anticompetitive behavior. There is no truth to Qualcomm's argument that its anticompetitive licensing practices are needed to fund a robust R&D effort.

### OUR PLEDGE TO Create a Stronger **Combined American** Company

★ Broadcom is in every important respect an American company, with a lineage of great American technology icons like Hewlett-Packard. AT&T, Broadcom Corp., and Brocade Communications Systems, Inc. We are in the final stages of redomiciling to the United States, and now expect to complete redomiciliation by April 3, 2018. When we complete our acquisition of Qualcomm, we expect to have more than 25,000 employees in the U.S., working to make Broadcom the leading communication semiconductor company in the world.

Importantly, Broadcom will not sell any critical national security assets to any foreign companies. Of course, any dispositions of assets to foreign buyers would be themselves subject to CFIUS review.

#### Additional Information

Notice in investigation does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal which Broadcom has made for an acquisition of Qualcomm and Broadcom's intention to solicit provises for the election of Broadcom momeses to the Qualcomm Board and certain other proposals at Qualcomm's 2018 annual meeting of shareholders. Broadcom field a definitive proxy statement with the SEC on January 5, 2018 in Connection with the solicitation of proxies for Qualcomm's 2018 annual meeting of shareholders and may file other proxy solicitation materials in connection therewith. Broadcom has also commenced mailing its definitive proxy statement to Qualcom shareholders.

In addition, in furtherance of the acquisition proposal and subject to future developments. Broadcom, (and, if a negotiated transaction is agreed, Gualcomm) may file one or more registration statements, proxy statements, tender offer statements or other documents with the SEC. This communication is no a substitute for any proxy statement, registration statement, tender offer statement, prospectus or othe document Broadcom and/or Gualcomm may file with the SEC in connection with the proposed transact

Investors and security holders of Broadcom and Qualcomm are urged to read the proposed transaction registration statement(s), tender offer statement(s), prospectus(ea) and/or other documents filed with the SEC carefully in their entirely if and when they become available as they will contain important information about the proposed transaction and solicitation. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to shareholders of Broadcom and/or Qualcomm, as applicable.

d other documents filed with the SEC by Broadcom through the web site maintained by the SEC at tp://www.sec.gov.

This document 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. No offering of securities ishall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities at cell offsa, as amended.

#### Participants in Solicitation

Participants in Solicitation Bicroalcom, certain of its subidiaries, its directors and executive officers, other members of management and employees and the nomines described above may be deemed to be participants in the solicitation of provise in respect of the proposed transaction, including with respect to Qualcomm's 2011 annual meetin of shareholders. You can find information about Broadcom's executive officers and directors in Broadcor definitive proxy statement filed with the SEC on February 20, 2018. Information about the Broadcom nominees is included in the definitive proxy statement that Broadcom has filed with the SEC. Additional information regarding the interests of such potential participants is included or will be included in one or more registration statements, proxy statements, tender offer statements or other documents filed or to be filed with the SEC if and when they become available. These documents (if and when available) may b obtained free of charge from the SEC's website http://www.sec.gov.

#### **Cautionary Note Regarding Forward-Looking Statements**

This communication contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning Broadcom. These statements include, but are not limited to, statements that address our expected future business and financial performance and statements about (i) the proposed transaction involving Broadcom and Qualcomm and the expected benefits of the proposed transaction, (ii) the expected benefits of acquisitions, (ii) our plans, objectives and intentions with respect to future operations and products, (iv) our competitive position and opportunities, (v) the impact of acquisitions on the market for our products, and (vi) other statements identified by words such as "will", "expect", "believe", "anticipate", "should", "intend", "plan", "potential", "predict", "project", "aim", and similar words, phrases or expressions. These forward-looking statements are based on current expectations and beliefs of the management of Broadcom, as well as assumptions made by, and information currently available to, such management, current market trends and market conditions and involve risks and uncertainties, many of which are outside Broadcom's and management's control, and which may cause actual results to differ materially from those contained in forward-looking statements. Accordingly, you should not place undue reliance on such statements.

Particular uncertainties that could materially affect future results include risks associated with our proposal to acquire Qualcomm, including: (i) uncertainty regarding the ultimate outcome or terms of any possible transaction between Broadcom and Qualcomm, including as to whether Qualcomm will cooperate with us regarding the proposed transaction, (ii) the effects of the announcement of the proposed transaction on the ability of Broadcom and Qualcomm to retain customers, to retain and hire key personnel and to maintain favorable relationships with suppliers or customers, (iii) the timing of the proposed transaction, (iv) the ability to obtain regulatory approvals and satisfy other closing conditions to the completion of the proposed transaction (including shareholder approvals), and (v) other risks related to the completion of the proposed transaction and actions related thereto; any loss of our significant customers and fluctuations in the timing and volume of significant customer demand; our dependence on contract manufacturing and outsourced supply chain; our dependency on a limited number of suppliers; any acquisitions we may make, such as delays, challenges and expenses and our ability to achieve the growth prospects and synergies expected by such acquisitions; our ability to accurately estimate customers' demand and adjust our manufacturing and supply chain accordingly; our significant indebtedness, including the need to generate sufficient cash flows to service and repay such debt; dependence on a small number of markets and the rate of growth in these markets; dependence on and risks associated with distributors of our products; dependence on senior management; quarterly and annual fluctuations in our operating results; global economic conditions and concerns; our proposed redomiciliation of our ultimate parent company to the United States; our competitive performance and ability to continue achieving design wins with our customers, as well as the timing of my design wins; prolonged disruptions of our

maintain or improve gross margin; our overall cash tax costs, legislation that may impact our overall cash tax costs and our ability to maintain tax concessions in certain jurisdictions; our ability to protect our intellectual property and the unpredictability of any associated litigation expenses; any expenses or reputational damage associated with resolving customer product warranty and indemnification claims; cyclicality in the semiconductor industry or in our target markets; our ability to sell to new types of customers and to keep pace with technological advances; market acceptance of the end products into which our products are designed; and other events and trends on a national, regional and global scale, including those of a political, economic, business, competitive and regulatory nature.

Our filings with the SEC, which you may obtain for free at the SEC's website at http://www.sec.gov, discuss some of the important risk factors that may affect our business, results of operations and financial condition. We undertake 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.