

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-09-10**
SEC Accession No. **0001071955-99-000052**

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SUBJECT COMPANY

BROADCOM CORP

CIK: **1054374** | IRS No.: **330480482** | State of Incorp.: **CA** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-54415** | Film No.: **99709959**
SIC: **3674** Semiconductors & related devices

Mailing Address
16215 ALTON PARKWAY
IRVINE CA 92618

Business Address
16215 ALTON PARKWAY
IRVINE CA 92618
9494508700

FILED BY

PEQUOT CAPITAL MANAGEMENT INC/CT/

CIK: **1071955**
Type: **SC 13G/A**

Business Address
500 NYALA FARMS ROAD
WESTPORT CT 06880
2033192246

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No.: 1

Name of Issuer: BROADCOM CORPORATION

Title of Class of Securities: COMMON STOCK \$.0001 PAR VALUE

CUSIP Number: 111320107

Check the following line if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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).

1. Name of Reporting Person and S.S. or I.R.S. Identification
No of Above Person: Pequot Capital Management, Inc.
Tax ID: 06-1524885

2. Check the Appropriate Box if a Member of a Group
a.
b.

3. SEC Use Only

4. Citizenship or Place of Organization:
Connecticut

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power: 2,112,600
6. Shared Voting Power: 0
7. Sole Dispositive Power: 2,112,600
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially
Owned by Each Reporting Person: 2,112,600
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:
11. Percent of Class Represented by Amount in Row (9): 4.74%
12. Type of Reporting Person: IA, CO

Item 1(a) Name of Issuer: BROADCOM CORPORATION

1(b) Address of Issuer's Principal Executive Offices:
16251 Laguna Canyon Road, Irvine, California 92618

Item 2(a) - (c). Name, Principal Business Address, and Citizenship of Persons
Filing:

Pequot Capital Management, Inc., 500 Nyala Farm Road,
Westport, CT 06880, which is a Connecticut corporation.

(d) Title of Class of Securities: COMMON STOCK \$.0001 PAR VALUE

(e) CUSIP Number: 111320107

Item 3. This statement is filed pursuant to Rule 13d-1(b)(1)(ii)(E)
Pequot Capital Management, Inc. is an investment adviser registered
under Section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership.

Ownership as of August 31, 1999 is incorporated by reference to items
(5) - (9) and (11) of the cover page of the reporting person.

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

If this statement is being filed to report the fact that as of the
date hereof the reporting person has ceased to be the beneficial
owner of more than five percent of the class of securities, check
the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired
the Security Being Reported by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.
Not applicable.

Item 9. Notice of Dissolution of the Group.
Not applicable.

Item 10.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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.

Date: September 10, 1999

By: /s/ David J. Malat
Title: Chief Financial Officer