**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 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 15, 2017**



**MARVELL TECHNOLOGY GROUP LTD.**

**(Exact name of registrant as specified in its charter)**



**Bermuda**

**0-30877**

**77-0481679**

**(State or other jurisdiction**

**of incorporation)**

**(Commission**

**File Number)**

**(I.R.S. Employer**

**Identification No.)**

**Canon’s Court**

**22 Victoria Street**

**Hamilton HM 12**

**Bermuda**

**(Address of principal executive offices)**

**(441) 296-6395**

**(Registrant’s telephone number, including area code)**

**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 (*see* General Instruction A.2. below):

* 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐



**Item 5.07** **Submission of Matters to a Vote of Security Holders.**

At the Annual General Meeting of Shareholders held on June 15, 2017 for Marvell Technology Group Ltd. (the “Company”), shareholders voted on the matters as set forth below. Each issued common share was entitled to one vote on the proposals voted on at the meeting.

1. **The nominees for election to the Board were elected, each for a one-year term until the 2018 annual general meeting of shareholders, based upon the following votes:**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | Broker Non- | |
|  | For | | Against | | Abstain | | Votes | |
| William Tudor Brown | 320,701,467 |  | 6,179,739 |  | 811,360 |  | 67,784,030 |  |
| Peter A. Feld | 311,865,870 | | 15,017,131 | | 809,565 | | 67,784,030 | |
| Richard S. Hill | 276,345,615 |  | 48,378,961 | | 2,967,990 | | 67,784,030 | |
| Oleg Khaykin | 319,914,656 |  | 6,969,423 | | 808,487 | | 67,784,030 | |
| Matthew J. Murphy | 325,247,551 |  | 1,669,693 | | 775,322 | | 67,784,030 | |
| Michael Strachan | 322,870,433 |  | 4,012,338 | | 809,795 | | 67,784,030 | |
| Robert E. Switz | 321,728,590 |  | 5,153,206 | | 810,770 | | 67,784,030 | |
| Randhir Thakur, Ph.D. | 323,615,153 |  | 3,267,559 | | 809,854 | | 67,784,030 | |

With respect to the election of each director, an “abstain” vote had the same effect as an “against” vote.

1. **The proposal to approve, on an advisory and non-binding basis, the compensation of the Company’s named executive officers, was approved based upon the following votes:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| For | | Against | | Abstain | | Broker Non-Votes |
| 310,728,149 |  | 16,115,144 |  | 849,273 |  | 67,784,030 |

1. **The proposal to approve the frequency of a shareholder vote to approve the compensation of the Company’s named executive officers, was approved based upon the following votes:**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1 Year | | 2 Years | | 3 Years | | Abstain | | Broker Non-Votes |
| 297,563,337 |  | 315,375 |  | 29,031,600 |  | 782,254 |  | 67,784,030 |

1. **The proposal to appoint Deloitte & Touche LLP as the Company’s auditors and independent registered public accounting firm, and authorization of the audit committee, acting on behalf of the Company’s board of directors, to fix the remuneration of the auditors and independent registered public accounting firm, in both cases for the fiscal year ending February 3, 2018, was approved based upon the following votes:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| For | | Against | | Abstain |
| 394,255,089 |  | 359,159 |  | 862,348 |

**Item 8.01** **Other Items.**

In response to the shareholder vote in Item 5.07 above regarding the frequency of a shareholder vote on executive compensation, on June 16, 2017 the Company’s board of directors determined that the Company would continue to hold a shareholder advisory nonbinding vote regarding the compensation of the Company’s named executive officers every year.

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**SIGNATURE**

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

Dated: June 19, 2017

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Mitchell L. Gaynor



Mitchell L. Gaynor

*Chief Administration and Legal Officer*

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