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

**Form 10-K/A**  
**Amendment No. 1**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 30, 2016

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-30877

**Marvell Technology Group Ltd.**

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

**Bermuda**  
*(State or other jurisdiction of  
incorporation or organization)*

**77-0481679**  
*(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)*

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common shares, \$0.002 par value per share	The NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐  
(Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).    Yes ☐    No ☒

The aggregate market value of the registrant’s common shares held by non-affiliates of the registrant was approximately \$4,380 million based upon the closing price of \$12.44 per share on the NASDAQ Global Select Market on July 31, 2015 (the last business day of the registrant’s most recently completed second quarter). Common shares held by each director and executive officer of the registrant, as well as shares held by each holder of more than 5% of the common shares known to the registrant (based on Schedule 13G filings), have been excluded for purposes of the foregoing calculation.

As of July 29, 2016, there were 511.2 million common shares of the registrant outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

**TRADEMARKS**

Marvell®, Alaska®, ARMADA® Avanta®, Avastar®, Kirkwood®, Link Street®, Prestera®, Xelerated® and Yukon® are registered trademarks of Marvell International Ltd. and/or its affiliates. Any other trademarks or trade names mentioned are the property of their respective owners.

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## PART IV

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**PART IV**

**Item 15.      *Exhibits, Financial Statement Schedules***

(a) The following documents are filed as part of this Annual Report on Form 10-K/A Amendment No. 1:

1.      *Financial Statements:*

See the “Index to Consolidated Financial Statements” on page 57 of the originally filed Annual Report on Form 10-K for the fiscal year ended January 30, 2016 as filed with the SEC on July 21, 2016.

2.      *Financial Statement Schedule:*

All other schedules not listed above have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

3.      *Exhibits.*

See the “Index to Exhibits” immediately following the signature page of this Annual Report on Form 10-K/A Amendment No. 1.

## SIGNATURES

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MARVELL TECHNOLOGY GROUP LTD.

Dated: August 10, 2016

By: /S/ DAVID P. EICHLER  
**David P. Eichler**  
*Interim Chief Financial Officer*  
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> <b>Richard S. Hill</b>	Chairman of the Board (Interim Principal Executive Officer)	August 10, 2016
<u>/S/ DAVID P. EICHLER</u> <b>David P. Eichler</b>	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	August 10, 2016
<u>Weili Dai</u>	Director	
<u>*</u> <b>Peter Feld</b>	Director	August 10, 2016
<u>*</u> <b>Dr. Juergen Gromer</b>	Director	August 10, 2016
<u>*</u> <b>Dr. John G. Kassakian</b>	Director	August 10, 2016
<u>*</u> <b>Oleg Khaykin</b>	Director	August 10, 2016
<u>*</u> <b>Arturo Krueger</b>	Director	August 10, 2016
<u>*</u> <b>Michael Strachan</b>	Director	August 10, 2016
<u>Dr. Sehat Sutardja</u>	Director	
<u>*</u> <b>Robert E. Switz</b>	Director	August 10, 2016
<u>*</u> <b>Dr. Randhir Thakur</b>	Director	August 10, 2016

\*/s/ by David P. Eichler as Attorney-in-Fact

**INDEX TO EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	Memorandum of Association of Marvell Technology Group Ltd., incorporated by reference to Exhibit 3.1 of the registrant's Registration Statement on Form S-1 (file no. 333-33086) as filed on March 23, 2000
3.2	Third Amended and Restated Bye-Laws of Marvell Technology Group Ltd., incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 13, 2010
3.3	Memorandum of Increase of Share Capital of Marvell Technology Group Ltd., incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 6, 2006
10.1#	1997 Directors' Stock Option Plan, incorporated by reference to Exhibit 10.2 of the registrant's Registration Statement on Form S-1 (file no. 333-33086) as filed on March 23, 2000
10.2#	Form of Notice of Stock Option Grants, Nonstatutory Stock Option Agreement, Exercise Notice and Restricted Stock Purchase Agreement for use under the 1997 Directors' Stock Option Plan, incorporated by reference to Exhibit 10.7 of the registrant's Registration Statement on Form S-8 (file no. 333-148621) as filed on January 11, 2008
10.3#	2000 Employee Stock Purchase Plan (as amended and restated as of October 31, 2011), incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended October 29, 2011 as filed on December 2, 2011
10.4#	2000 Employee Stock Purchase Plan Form of Subscription Agreement, incorporated by reference to Exhibit 10.4 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended February 2, 2013 as filed on March 29, 2013
10.5#	Amended and Restated 1995 Stock Option Plan, amended through April 16, 2015, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 2, 2015
10.6#	Amended and Restated 1995 Stock Option Plan Restricted Stock Agreement, incorporated by reference to Exhibit 10.20 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended January 28, 2006 as filed on April 13, 2006
10.7#	Form of Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.21 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended January 28, 2006 as filed on April 13, 2006 (for options granted prior to December 4, 2008)
10.7.1#	Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on December 17, 2008 (for options granted on or after December 4, 2008)
10.7.2#	Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended July 31, 2010 as filed on September 3, 2010 (for options granted on or after August 2, 2010)
10.7.3#	Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan (for options granted on or after September 20, 2013), incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on September 26, 2013

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<u>Exhibit No.</u>	<u>Description</u>
10.8#	Form of Restricted Stock Unit Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.34 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended January 27, 2007 as filed on July 2, 2007 (for RSUs granted prior to December 4, 2008)
10.8.1#	Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on December 17, 2008 (for RSUs granted on or after December 4, 2008)
10.8.2#	Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.4 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended July 31, 2010 as filed on September 3, 2010 (for RSUs granted on or after August 2, 2010)
10.9#	Form of Notice of Grant of Stock Options — Performance-Based, for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K as filed on December 19, 2008
10.10#	Reformation of Stock Option Agreement dated December 27, 2006 by and between Sehat Sutardja and Marvell Technology Group Ltd., incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on January 4, 2007
10.11#	Reformation of Stock Option Agreement dated December 27, 2006 by and between Weili Dai and Marvell Technology Group Ltd., incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on January 4, 2007
10.12#	Reformation of Stock Option Agreement dated May 6, 2007 between Marvell Technology Group Ltd. and Dr. Sehat Sutardja, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on May 8, 2007
10.13#	Amendment of Stock Option Agreement dated May 6, 2007 between Marvell Technology Group Ltd. and Weili Dai, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on May 8, 2007
10.14#	Form of Performance Award Agreement and Notice of Grant of Performance Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended May 3, 2014 as filed on June 5, 2014
10.15#	Marvell Technology Group Ltd. Executive Performance Incentive Plan, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 2, 2015
10.16#	2007 Director Stock Incentive Plan, as amended and restated effective March 11, 2014, incorporated by reference to Exhibit 10.15 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended February 1, 2014 as filed on March 27, 2014
10.17.1#	Form of Stock Option Agreement for use with the 2007 Director Stock Incentive Plan — Initial Award, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on October 25, 2007
10.17.2#	Form of Stock Option Agreement for use with the 2007 Director Stock Incentive Plan — Annual Award, incorporated by reference to Exhibit 10.3 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on October 25, 2007

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<u>Exhibit No.</u>	<u>Description</u>
10.17.3#	Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the 2007 Director Stock Incentive Plan, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 1, 2011
10.18#	Description of Indemnification Rights for certain current and former directors, officers and employees, incorporated by reference to Exhibit 10.37 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended July 28, 2007 as filed on September 6, 2007
10.19#	Form of Indemnification Agreement with Directors and Executive Officers, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on October 10, 2008
10.20#	Indemnification Arrangement with Dr. Sehat Sutardja, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on March 7, 2011
10.21#	Interim Services Agreement between the registrant and Randstad Professionals U.S., LP d/b/a "Tatum" dated October 15, 2015 in connection with the retention of David P. Eichler as Interim Chief Financial Officer, incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended October 31, 2015 as filed on July 21, 2016
21.1	Subsidiaries of the registrant as filed on July 21, 2016
23.1	Consent of Independent Registered Public Accounting Firm - Deloitte & Touche LLP (filed herewith)
23.2	Consent of Independent Registered Public Accounting Firm - PricewaterhouseCoopers LLP (filed herewith)
24.1	Power of Attorney (contained in the signature page to the Annual Report as filed with the SEC on July 21, 2016)
31.1	Certification of Interim Principal Executive Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith)
31.2	Certification of Interim Chief Financial Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith)
32.1~	Certification of Interim Principal Executive Officer as required pursuant to Section 906 of the Sarbanes-Oxley Act as filed on July 21, 2016
32.2~	Certification of Interim Chief Financial Officer as required pursuant to Section 906 of the Sarbanes-Oxley Act as filed on July 21, 2016
101.INS	XBRL Instance Document as filed on July 21, 2016
101.SCH	XBRL Taxonomy Extension Schema Document as filed on July 21, 2016
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document as filed on July 21, 2016
101.DEF	XBRL Taxonomy Extension Definition as filed on July 21, 2016
101.LAB	XBRL Taxonomy Extension Label Linkbase Document as filed on July 21, 2016
101.PRE	XBRL Taxonomy Presentation Linkbase Document as filed on July 21, 2016
#	Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.
~	In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany the Annual Report Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-40152, 333-40154, 333-54188, 333-55974, 333-56322, 333-87322, 333-91124, 333-104925, 333-106683, 333-108334, 333-111133, 333-114434, 333-124072, 333-133281, 33-148621, 333-151816, 333-163644, 333-180412, 333-187641, 333-194865 and 333-204730) of Marvell Technology Group Ltd. of our reports dated July 21, 2016 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, (which report expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting because of material weaknesses) appearing in the Annual Report on Form 10-K of the Company for the year ended January 30, 2016.

/s/ Deloitte & Touche LLP

San Jose, California

August 10, 2016

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-40152, 333-40154, 333-54188, 333-55974, 333-56322, 333-87322, 333-91124, 333-104925, 333-106683, 333-108334, 333-111133, 333-114434, 333-124072, 333-133281, 33-148621, 333-151816, 333-163644, 333-180412, 333-187641, 333-194865 and 333-204730) of Marvell Technology Group Ltd. of our report dated March 26, 2015 relating to the consolidated financial statements and financial statement schedule, which appears in the Annual Report on Form 10-K for the year ended January 30, 2016.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
August 10, 2016

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard S. Hill, certify that:

1. I have reviewed this Annual Report on Form 10-K of Marvell Technology Group Ltd, for the fiscal year ended January 30, 2016 filed with the SEC on July 21, 2016, as amended by this Form 10-K/A Amendment No. 1.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2016

By: /s/ RICHARD S. HILL

**Richard S. Hill**  
Chairman of the Board  
(Interim Principal Executive Officer)

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER  
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David P. Eichler, certify that:

1. I have reviewed this Annual Report on Form 10-K of Marvell Technology Group Ltd, for the fiscal year ended January 30, 2016 filed with the SEC on July 21, 2016, as amended by this Form 10-K/A Amendment No. 1.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2016

By: /s/ DAVID P. EICHLER  
**David P. Eichler**  
**Interim Chief Financial Officer**  
**(Principal Financial Officer)**