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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 23, 2015**

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**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

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**Bermuda**  
(State or Other Jurisdiction  
of Incorporation)

**000-30877**  
(Commission  
File Number)

**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)

**N/A**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))
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**Item 2.02 Results of Operations and Financial Condition.**

On September 24, 2015, Marvell Technology Group Ltd. (the “Company”) issued a press release announcing its plan to restructure its mobile platform business which described the estimated revenues and gross profit in the first half of fiscal 2016 generated by the Company’s mobile platform.

The information in Item 2.02 of this Current Report, including the portion of the press release related to the preliminary estimated revenues and gross profit in the first half of fiscal 2016 generated by the Company’s mobile platform set forth in the accompanying Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18. The information in Item 2.02 of this Current Report shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filing.

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On September 23, 2015, the Board of Directors of the Company approved a plan to restructure its mobile platform business. On September 24, the Company issued a press release announcing the restructuring. The full text of the press release is attached as Exhibit 99.1 to this Report and is hereby incorporated by reference herein.

The restructuring will begin immediately and the Company expects the major activities to take place through the end of fiscal 2016. As a result, the Company expects to incur total charges of approximately \$100 million to \$130 million. The major components of the total charge include severance and employee-related costs expected to be incurred in the third and fourth quarters of fiscal 2016 and are expected to be in the range of \$45 million to \$55 million. Other major components include facilities and asset impairment charges in the range of \$30 million to \$40 million and an inventory write down charge in the range of \$25 million to \$35 million. Other than the asset impairment and inventory write down charges, substantially all of the other charges will consist of cash expenditures.

Given that the Company is in the early stages of this restructuring process, the amount and timing of these charges is uncertain. The Company will amend this Current Report on Form 8-K, or disclose in another periodic filing with the Securities and Exchange Commission, the amount of any material impairment and restructuring charges once they are determinable.

This filing contains forward-looking statements. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “will,” “should,” and their variations identify forward-looking statements. These statements include those relating to the proposed restructuring and charges related to termination benefits, impairment, inventory write-down, and cash expenditures. These statements are not guarantees of results and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. These risks and uncertainties include, but are not limited to, the magnitude and timing of certain activities, the benefits of and the costs to be incurred in conducting the restructuring activities, the ability of the Company to redeploy technology and assets to and compete in other markets, the size of market opportunities, the timing and outcome of the Audit Committee’s investigation and the conclusions of the Audit Committee, actions that may be taken or required as a result of the Audit Committee’s investigation, actions by the United States Securities and Exchange Commission (“SEC”) or other regulatory agencies in connection with the Audit Committee’s investigation, and the outcome of NASDAQ’s review of Marvell’s plan of compliance and the timing and outcome of any NASDAQ decision. For other factors that could cause actual results to vary from expectations, please see the sections titled “Risk Factors” in Marvell’s quarterly report on Form 10-Q for the fiscal quarter ended May 2, 2015 and other factors detailed from time to time in Marvell’s filings with the SEC. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated September 24, 2015.

## 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.

Dated: September 24, 2015

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Sukhi Nagesh  
Sukhi Nagesh  
Interim Chief Financial Officer

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## Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated September 24, 2015

M A R V E L L®

**For further information, contact:**

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**Marvell Technology Group Ltd. Announces Significant Restructuring of Mobile Platform Business**

**Santa Clara, Calif. (September 24, 2015)** — Marvell Technology Group Ltd. (NASDAQ: MRVL) today announced a significant restructuring of its mobile platform business in order to focus the mobile product line on anticipated more profitable opportunities and right-size its expenses in line with corporate targets. Marvell will continue its strong commitment to wireless connectivity such as WiFi and other wireless standards needed to support its strategies in existing markets as well as expanding into emerging opportunities in IoT and automotive.

As approved by the Company's Board of Directors, the Company plans to significantly downsize the mobile platform organization to refocus its technology to emerging opportunities in IoT, automotive, and networking.

**Operational Summary:**

- Based on preliminary estimates for the first half of fiscal 2016, the Company's mobile platform generated roughly \$122 million in revenues and roughly \$13 million in gross profit.
- The successful restructuring of the mobile business is currently expected to result in annualized operating expense savings in the range of \$170 million to \$220 million. Included in this operating expense savings is estimated share based compensation in the range of \$15 million to \$20 million.
- The downsizing of the mobile platform organization is currently expected to result in an approximately 17% reduction in global headcount.

- The restructuring will begin immediately and the Company expects the major activities to take place through the end of fiscal 2016. As a result, the Company expects to incur total charges of approximately \$100 million to \$130 million. The major components of the total charge include severance and employee-related costs expected to be incurred in the third and fourth quarters of fiscal 2016 and are expected to be in the range of \$45 million to \$55 million. Other major components include facilities and asset impairment charges in the range of \$30 million to \$40 million and an inventory write down charge in the range of \$25 million to \$35 million. Given the early stages of this restructuring process, the amount and timing of the aforementioned charges may be updated.

Marvell does not plan to hold a conference call with investors and analysts in association with this press release. The Company will discuss the restructuring of the mobile platform business in more detail during its next quarterly earnings conference call, the date of which is yet to be determined.

**Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995:**

This press release contains forward-looking statements. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “will,” “should,” and their variations identify forward-looking statements. These statements include those relating to the proposed restructuring, reduction in headcount, reduction in operating expenses, changes in termination benefits, impairment, inventory write-down, and settlement charges, increases in the gross margin and operating margin and the market opportunity for Marvell created by the restructuring. These statements are not guarantees of results and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. These risks and uncertainties include, but are not limited to, the magnitude and timing of certain activities, the benefits of and the costs to be incurred in conducting the restructuring activities, the ability of the Company to redeploy technology and assets to and compete in other markets, the size of market opportunities, the timing and outcome of the Audit Committee’s investigation and the conclusions of the Audit Committee, actions that may be taken or required as a result of the Audit Committee’s investigation, actions by the United States Securities and Exchange Commission (“SEC”) or other regulatory agencies in connection with the Audit Committee’s investigation, and the outcome of NASDAQ’s review of Marvell’s plan of compliance and the timing and outcome of any NASDAQ decision. For other factors that could cause actual results to vary from expectations, please see the sections titled “Risk Factors” in Marvell’s quarterly report on Form 10-Q for the fiscal quarter ended May 2, 2015 and other factors detailed from time to time in Marvell’s filings with the SEC. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

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## About Marvell

Marvell (NASDAQ: MRVL) is a global leader in providing complete silicon solutions and Kinoma® software enabling the “Smart Life and Smart Lifestyle.” From storage to Internet of Things (IoT), cloud infrastructure, digital entertainment and in-home content delivery, Marvell’s diverse product portfolio aligns complete platform designs with industry-leading performance, security, reliability and efficiency. At the core of the world’s most powerful consumer, network and enterprise systems, Marvell empowers partners and their customers to always stand at the forefront of innovation, performance and mass appeal. By providing people around the world with mobility and ease of access to services adding value to their social, private and work lives, Marvell is committed to enhancing the human experience.

As used in this release, the term “Marvell” and the “Company” refers to Marvell Technology Group Ltd. and its subsidiaries. For more information, please visit [www.Marvell.com](http://www.Marvell.com).

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