

---

---

**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): March 16, 2018**

---

**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

---

**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.)

---

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:

- ☐ 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 a General Meeting of Shareholders held on March 16, 2018 for Marvell Technology Group Ltd. (the “Company”), shareholders voted on the matters set forth below. Each issued common share was entitled to one vote on the proposals voted on at the meeting.

1. **To approve the issuance of Marvell common shares (the “Marvell Share Issuance”) in connection with the merger (the “Merger”) of Kauai Acquisition Corp. with and into Cavium, Inc. (“Cavium”), with Cavium continuing as the surviving corporation in the Merger and as a direct wholly owned subsidiary of Marvell Technology, Inc. which is a direct wholly owned subsidiary of Marvell:**

For	Against	Abstain	Broker Non-Votes
411,840,059	486,150	739,342	0

2. **To approve adjournments of the Marvell general meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Marvell general meeting to approve the Marvell Share Issuance (the “Marvell Adjournment Proposal”):**

For	Against	Abstain	Broker Non-Votes
357,999,676	54,122,688	943,187	0

**Item 8.01 Other Events.**

On March 16, 2018, the Company issued a press release announcing that Marvell shareholders voted to approve the issuance of Marvell common shares in connection with the previously announced proposed acquisition of Cavium, Inc. (NASDAQ: CAVM).

A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

- 99.1 [Press Release dated March 16, 2018, titled “Marvell Shareholders Approve Issuance of Common Shares in Connection with Acquisition of Cavium”](#)

---

**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: March 16, 2018

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Mitchell L. Gaynor

Mitchell L. Gaynor

*Chief Administration and Legal Officer and Secretary*



**Marvell Shareholders Approve Issuance of Common Shares in Connection With  
Proposed Acquisition of Cavium, Inc.**

**SANTA CLARA, Calif. (March 16, 2018)** – Marvell Technology Group Ltd. (NASDAQ: MRVL) today announced that its shareholders have voted to approve the issuance of Marvell common shares in connection with the previously announced proposed acquisition of Cavium, Inc. (NASDAQ: CAVM). In a preliminary count of the voting results from today’s meeting of shareholders, more than 99 percent of votes represented in person or by proxy were voted in favor of approving the issuance of Marvell common shares in connection with the proposed acquisition. At a meeting held today prior to the Marvell shareholder vote, Cavium shareholders voted to approve the merger with Marvell. Marvell expects the transaction to close mid-calendar year 2018, subject to customary closing conditions, including receipt of regulatory approvals.

The final voting results on all agenda items for each company’s special meeting will be disclosed in separate Current Reports on Form 8-K to be filed with the Securities and Exchange Commission.

**About Marvell**

Marvell first revolutionized the digital storage industry by moving information at speeds never thought possible. Today, that same breakthrough innovation remains at the heart of the company’s storage, networking and connectivity solutions. With leading intellectual property and deep system-level knowledge, Marvell’s semiconductor solutions continue to transform the enterprise, cloud, automotive, industrial, and consumer markets. To learn more, visit: [www.marvell.com](http://www.marvell.com).

**Cautionary Statement Regarding Forward-Looking Statements**

*This document contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between Cavium and Marvell, including statements regarding the benefits of the transaction, the anticipated timing of the transaction and the products and markets of each company. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause*

actual future events to differ materially from the forward-looking statements in this document, including but not limited to: (i) uncertainties as to the timing of the consummation of the transaction and the ability of each party to consummate the transaction, (ii) the failure to satisfy the conditions to the consummation of the transaction, (iii) the failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the transaction or integrating the businesses of Cavium and Marvell, (iv) the effect of the announcement or pendency of the transaction on Cavium's business relationships, operating results, and business generally, (v) risks that the proposed transaction disrupts current plans and operations of Cavium or Marvell and potential difficulties in Cavium employee retention as a result of the transaction, (vi) the outcome of litigation and other legal proceedings against Cavium and/or Marvell or to which Cavium and/or Marvell become subject, and (vii) the ability of Marvell to successfully integrate Cavium's operations and product lines. The foregoing review of important factors should not be construed as exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of Marvell and Cavium described in the "Risk Factors" section of their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed by either of them from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Marvell and Cavium assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither Marvell nor Cavium gives any assurance that either Marvell or Cavium will achieve its expectations.

###

For further information, contact:

T. Peter Andrew

Vice President, Treasury and Investor Relations

408-222-0777

ir@marvell.com