SEC Form 4

**FORM 4**

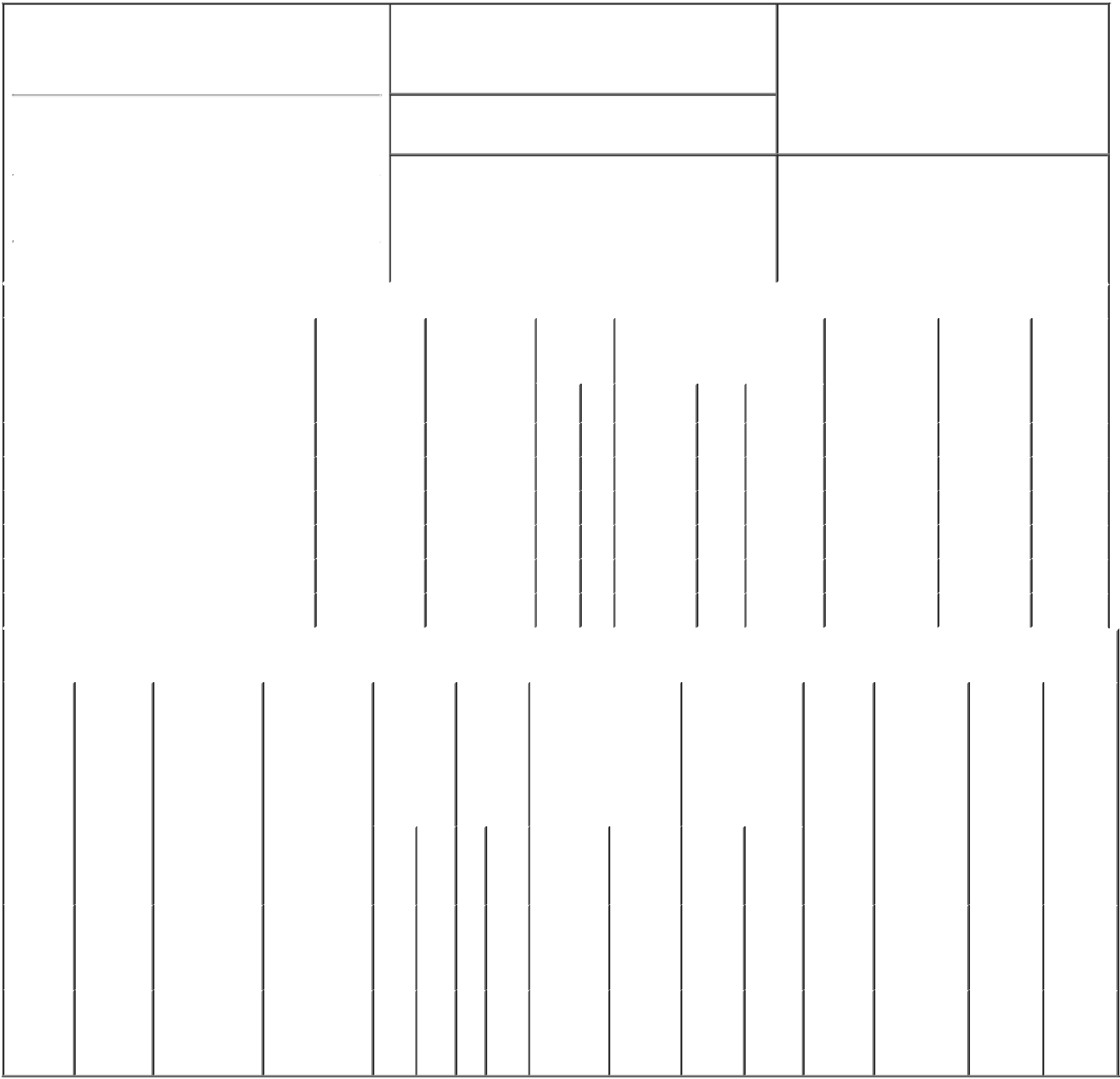
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[MARVELL SEMICONDUCTOR, INC.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001498569) [CARON DAVID](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001498569)

(Last) (First) (Middle)

5488 MARVELL LANE

2. Issuer Name **and** Ticker or Trading Symbol

[MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057)

* MRVL ]

3. Date of Earliest Transaction (Month/Day/Year)

06/09/2017

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

Corporate Controller and CAO

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | |  |
|  |  | SANTA CLARA CA | | | 95054 |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | | |  | | | |  | | | |  | |  | |  |  |  |  |  |  |  |
|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  | | | |  | | |  | |  |  |  | | |  |  |  | |  | |  |  | |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | **2. Transaction** | | | **2A. Deemed** | | **3.** | | **4. Securities Acquired (A) or** | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature** | | | |  |
|  |  |  |  |  | **Date** |  |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** | | **Form: Direct** | | **of Indirect** | | | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | **if any** | |  | **Code (Instr.** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | | |  | 06/09/2017 | | |  |  |  | S | 1,996(1) | D | $17.86 | |  |  | 0 |  | D |  |  |  |  |  |
|  | Common Shares | | |  | 10/15/2017 | | |  |  |  | M | 6,589 | A | $0.00 | | 6,589 | | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |
|  | Common Shares | | |  | 10/15/2017 | | |  |  |  | F | 2,477 | D | $18.28 | | 4,112 | | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |
|  | Common Shares | | |  | 10/15/2017 | | |  |  |  | M | 5,935 | A | $0.00 | | 10,047 | | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |
|  | Common Shares | | |  | 10/15/2017 | | |  |  |  | F | 2,231 | D | $18.28 | | 7,816 | | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | | |  | 12/01/2017 | | |  |  |  | S | 7,816 | D | $22.0557 | |  |  | 0 |  | D |  |  |  |  |  |
|  |  |  |  |  | | | | | | |  | | | |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  | |  |  |  | | |  |  |  | | |  | |  |  | | |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | |  | **5. Number** | **6. Date Exercisable and** | | | **7. Title and** |  | **8. Price of** | | | **9. Number of** | | **10.** | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | | **of** | **Expiration Date** | | | **Amount of** |  | **Derivative** | | | **derivative** |  | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | **Derivative** | **(Month/Day/Year)** | | | **Securities** |  | **Security** | | | **Securities** |  | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** | |  | **Securities** |  |  |  | **Underlying** |  | **(Instr. 5)** | | | **Beneficially** | | **Direct (D)** | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **Acquired** |  |  |  | **Derivative Security** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  | **(A) or** |  |  |  | **(Instr. 3 and 4)** | | |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code** | | **V** | **(A) (D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (2) |  |  |  |  |  |  | (3) | | (3) | Common | 6,589 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | 10/15/2017 |  |  | M |  | 6,589 |  | $0.00 | | 13,379 |  | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (2) |  |  |  |  |  |  | (3) | | (3) | Common | 5,935 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | 10/15/2017 |  |  | M |  | 5,935 |  | $0.00 | | 12,052 |  | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. The 1,996 shares were acquired under the Marvell 2000 Employee Stock Purchase Plan on June 7, 2017, in an exempt transaction under Rule 16b-3(c) of the Securities Exchange Act of 1934.
2. Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.
3. The RSUs vest as to 33% on October 15, 2017, 33% on October 15, 2018 and 34% on October 15, 2019.

**Remarks:**

Mary Ahern as attorney-in-fact 12/05/2017



for David Caron



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**