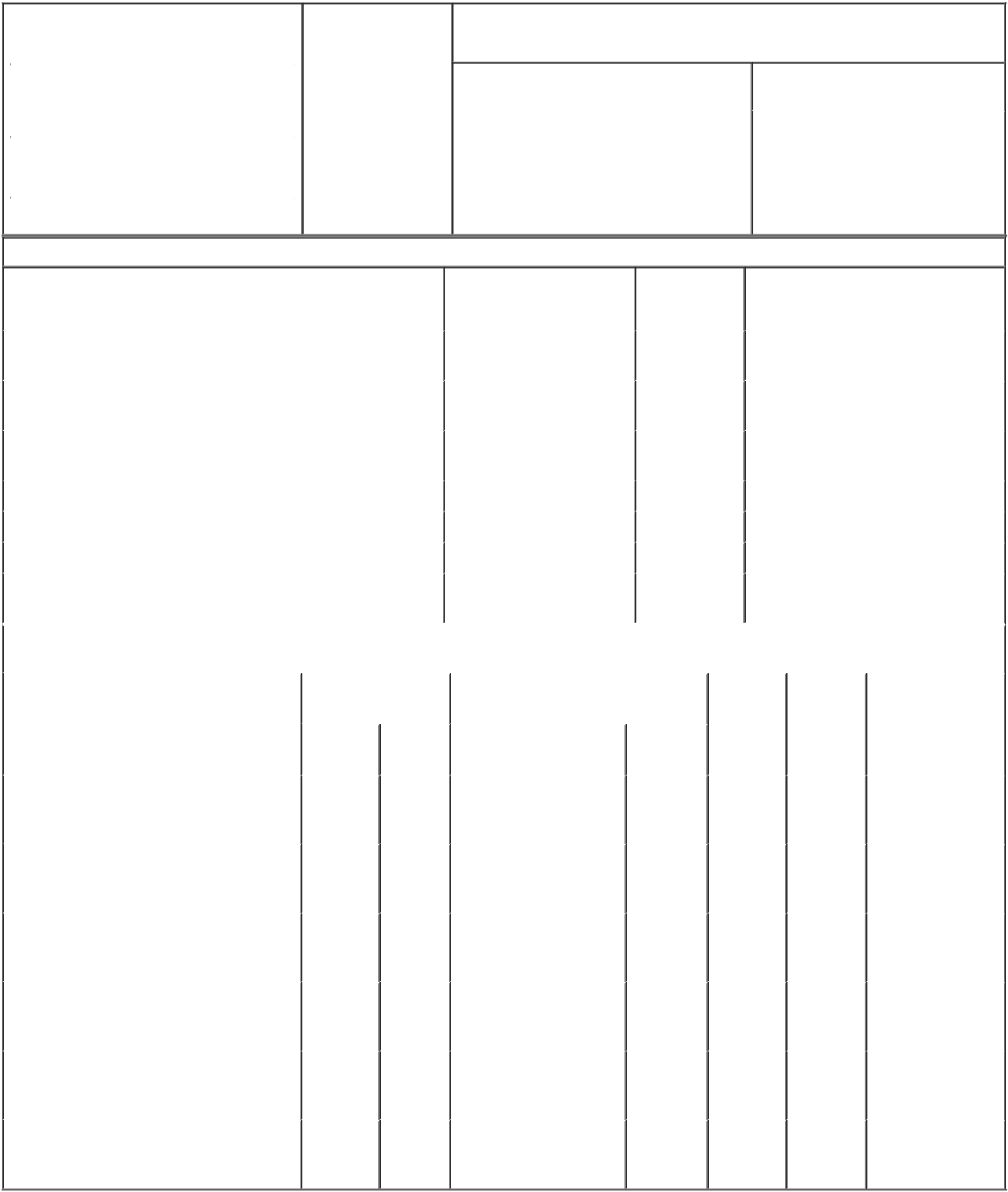
|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  | OMB APPROVAL | | |  |
|  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  |  |  |  |  |
|  |  | OMB Number: | 3235-0104 |  |  |
|  |  |  |  |  |
|  | **SECURITIES** |  | Estimated average burden | | |  |
|  |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | | | | | 2. Date of Event |  |
|  |  | [Feld Peter A](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001410600) | | |  | Requiring Statement |  |
|  |  |  | (Month/Day/Year) |  |
|  |  |  |  |  |  | 05/01/2016 |  |
|  |  | (Last) | (First) | | (Middle) |  |  |
|  |  | 777 THIRD AVENUE, 18TH FLOOR | | | |  |  |
|  |  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |  |
|  |  | NEW YORK | NY | | 10017 |  |  |
|  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) |  |  |

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

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

|  |  |  |  |
| --- | --- | --- | --- |
| 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date of Original Filed |  |
| (Check all applicable) |  | (Month/Day/Year) |  |
| X Director | 10% Owner |  |  |
| Officer (give title | Other (specify | 6. Individual or Joint/Group Filing (Check |  |
| Applicable Line) |  |
| below) | below) |  |
|  |  |

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 4)** |  |  |  | **2. Amount of Securities** | **3. Ownership** | | | **4. Nature of Indirect Beneficial Ownership** | | | |  |
|  |  |  |  |  | **Beneficially Owned (Instr. 4)** | **Form: Direct (D)** | | | **(Instr. 5)** | |  |  |  |
|  |  |  |  |  |  | **or Indirect (I)** | |  |  |  |  |  |  |
|  |  |  |  |  |  | **(Instr. 5)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | | |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 2,208,183 | I | |  | By Starboard Value and Opportunity | | | |  |
|  |  |  |  |  | Master Fund Ltd(1) | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 279,480 | I | |  | By Starboard Value and Opportunity S | | | |  |
|  |  |  |  |  | LLC(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 150,707 | I | |  | By Starboard Value and Opportunity C | | | |  |
|  |  |  |  |  | LP(3) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 9,310,245 | I | |  | By Starboard Leaders Juliet LLC(4) | | |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 3,792,301 | I | |  | By Starboard Leaders Select II LP(5) | | |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 2,883,842 | I | |  | By Starboard T Fund LP(6) | | |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  | 1,772,606 | I | |  | By Managed Account of Starboard | | | |  |
|  |  |  |  |  | Value LP(7) | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Beneficially Owned** | | | | |  |  |  |  |  |  |
|  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | |  |  |  |  |  |
|  |  |  |  | |  | |  |  |  |  |  |  |  |
|  | **1. Title of Derivative Security (Instr. 4)** |  | **2. Date Exercisable and** | | **3. Title and Amount of Securities** | | | **4.** |  | **5.** | **6. Nature of Indirect** | |  |
|  |  |  | **Expiration Date** | | **Underlying Derivative Security (Instr. 4)** | | | **Conversion** | | **Ownership** | **Beneficial Ownership** | |  |
|  |  |  | **(Month/Day/Year)** | |  |  |  | **or Exercise** | | **Form:** | **(Instr. 5)** | |  |
|  |  |  |  |  |  |  |  | **Price of** | | **Direct (D)** |  |  |  |
|  |  |  |  |  |  | **Amount or** | |  |  |  |
|  |  |  |  |  |  | **Derivative** | | **or Indirect** |  |  |  |
|  |  |  | **Date** | **Expiration** | **Title** | **Number of** | | **Security** | | **(I) (Instr. 5)** |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Shares** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Common Stock, $0.002 |  |  |  |  |  | By Starboard Value | |  |
|  | Call Option (right to buy) | (8) | | 08/09/2017 | 11,287,308 |  |  | 5 | I | and Opportunity | |  |
|  | Par Value |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Master Fund Ltd(1) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Common Stock, $0.002 |  |  |  |  |  | By Starboard Value | |  |
|  | Call Option (right to buy) | (8) | | 08/09/2017 | 1,308,889 |  |  | 5 | I | and Opportunity S | |  |
|  | Par Value |  |  |  |
|  |  |  |  |  |  |  |  |  |  | LLC(2) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Common Stock, $0.002 |  |  |  |  |  | By Starboard Value | |  |
|  | Call Option (right to buy) | (8) | | 08/09/2017 | 727,225 |  |  | 5 | I | and Opportunity C | |  |
|  | Par Value |  |  |  |
|  |  |  |  |  |  |  |  |  |  | LP(3) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Common Stock, $0.002 |  |  |  |  |  | By Starboard Value | |  |
|  | Put Option (obligation to buy) | 08/09/2017 | | 08/09/2017 | 11,287,308 |  |  | 5 | I | and Opportunity | |  |
|  | Par Value |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Master Fund Ltd(1) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Common Stock, $0.002 |  |  |  |  |  | By Starboard Value | |  |
|  | Put Option (obligation to buy) | 08/09/2017 | | 08/09/2017 | 1,308,889 |  |  | 5 | I | and Opportunity S | |  |
|  | Par Value |  |  |  |
|  |  |  |  |  |  |  |  |  |  | LLC(2) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Common Stock, $0.002 |  |  |  |  |  | By Starboard Value | |  |
|  | Put Option (obligation to buy) | 08/09/2017 | | 08/09/2017 | 727,225 |  |  | 5 | I | and Opportunity C | |  |
|  | Par Value |  |  |  |
|  |  |  |  |  |  |  |  |  |  | LP(3) | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of

Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

1. Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
2. Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
3. Securities owned directly by Starboard Leaders Juliet LLC ("Starboard Juliet LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Juliet LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Juliet LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
4. Securities owned directly by Starboard Leaders Select II LP ("Starboard Select II LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Select II LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Select II LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
5. Securities owned directly by Starboard T Fund LP ("Starboard T LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard T LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard T LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
6. Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
7. These options are exercisable at any time prior to their expiration.

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Peter A. Feld | | 05/11/2016 | |
|  |  |  |  |
| \*\* 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 5 (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.**