

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Feld Peter A</u>  (Last) (First) (Middle) <u>777 THIRD AVENUE, 18TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD [ MRVL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.002 Par Value	09/13/2016		x <sup>(9)</sup>		10,000,000	A	\$5	12,208,183	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.002 Par Value	09/13/2016		x <sup>(9)</sup>		1,308,889	A	\$5	1,588,369	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Common Stock, \$0.002 Par Value	09/13/2016		x <sup>(9)</sup>		727,225	A	\$5	877,932	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Common Stock, \$0.002 Par Value	09/14/2016		x <sup>(9)</sup>		1,287,308	A	\$5	13,495,491	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.002 Par Value								3,246	D	
Common Stock, \$0.002 Par Value								9,310,245	I	By Starboard Leaders Juliet LLC <sup>(4)</sup>
Common Stock, \$0.002 Par Value								3,792,301	I	By Starboard Leaders Select II LP <sup>(5)</sup>
Common Stock, \$0.002 Par Value								2,883,842	I	By Starboard T Fund LP <sup>(6)</sup>
Common Stock, \$0.002 Par Value								1,772,606	I	By Managed Account of Starboard Value LP <sup>(7)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., Puts, calls, warrants, options, conversion securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code (Instr. 8)	V	(A)	(D)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Common Stock, (I) Stock, and 4)	Common Stock, (I) Stock, and 4)				
Derivative Security Call, r. 3) Option (right to buy)	\$5	09/13/2016		X <sup>(9)</sup>			10,000,000 (Instr. 3, 4 and 5)	(8)	08/09/2017	Common Stock, \$0.002 Par Value	10,000,000	\$0	1,287,308	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Put Option (obligation to buy)	\$5	09/13/2016		E <sup>(9)</sup>			10,000,000	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	10,000,000	\$0	1,287,308	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Call Option (right to buy)	\$5	09/13/2016		X <sup>(9)</sup>			1,308,889	(8)	08/09/2017	Common Stock, \$0.002 Par Value	1,308,889	\$0	0	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Put Option (obligation to buy)	\$5	09/13/2016		E <sup>(9)</sup>			1,308,889	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	1,308,889	\$0	0	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>
Call Option (right to buy)	\$5	09/13/2016		X <sup>(9)</sup>			727,225	(8)	08/09/2017	Common Stock, \$0.002 Par Value	727,225	\$0	0	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Put Option (obligation to buy)	\$5	09/13/2016		E <sup>(9)</sup>			727,225	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	727,225	\$0	0	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Call Option (right to buy)	\$5	09/14/2016		X <sup>(9)</sup>			1,287,308	(8)	08/09/2017	Common Stock, \$0.002 Par Value	1,287,308	\$0	0	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Put Option (obligation to buy)	\$5	09/14/2016		E <sup>(9)</sup>			1,287,308	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	1,287,308	\$0	0	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- These options were exercisable at any time prior to their expiration.
- On the date listed in Item 3 of Table II, each of Starboard V&O Fund, Starboard S LLC and Starboard C LP exercised those certain call options listed in Table II. Upon exercise of such call options, those certain call options terminated along with those certain put options in accordance with their terms.

/s/ Peter A. Feld

09/15/2016

\*\* 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 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.

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