SEC Form 4

**FORM 4**

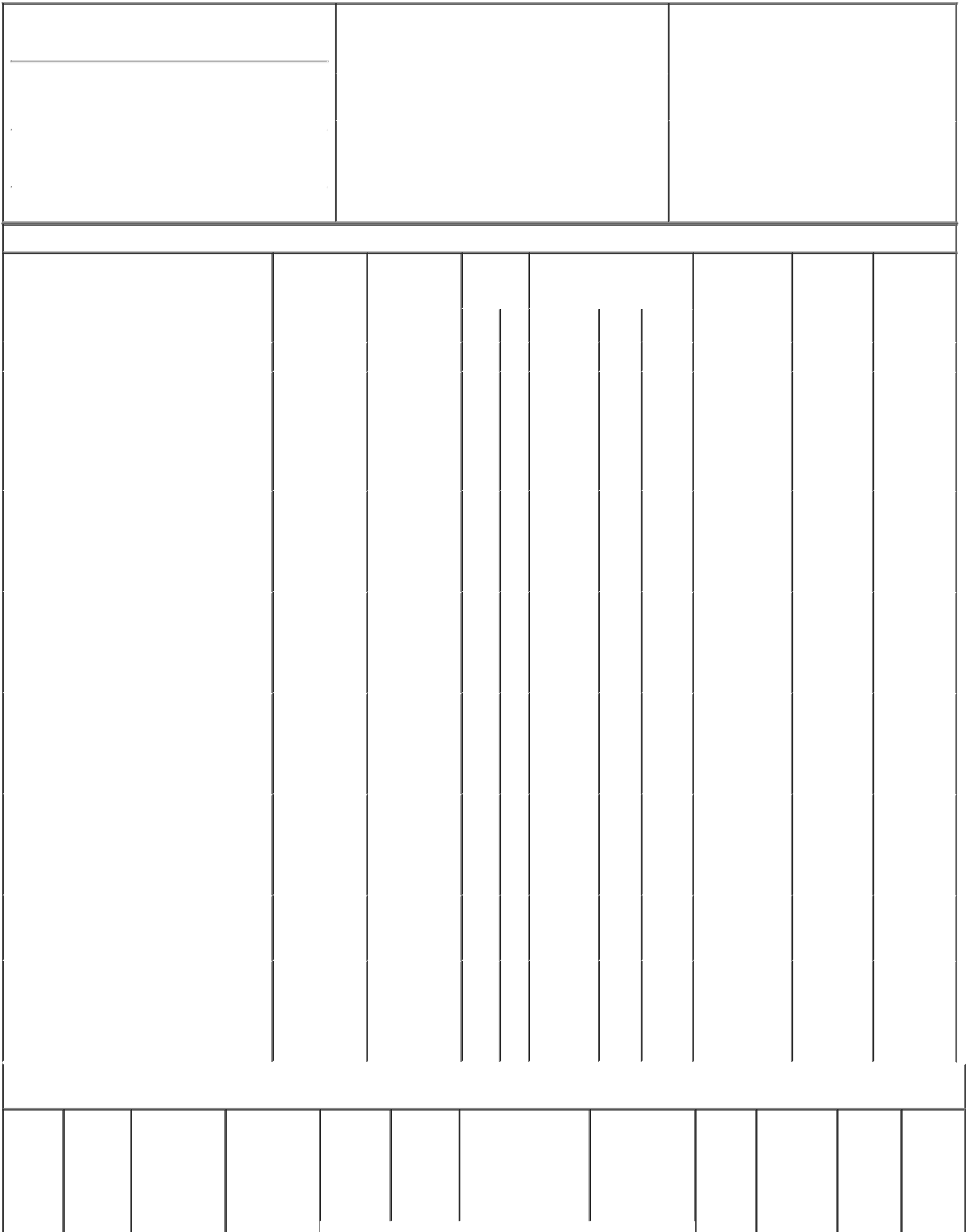
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[Feld Peter A](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001410600)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 777 THIRD AVENUE, 18TH FLOOR | | |
|  |  |  |  |
| (Street) | |  |  |
|  | NEW YORK | NY | 10017 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 2. | | Issuer Name **and** Ticker or Trading Symbol | | 5. | Relationship of Reporting Person(s) to Issuer | | |  |
|  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | (Check all applicable) | | |  |  |
|  | [[ MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | |  |  | X | Director | 10% Owner |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  | Officer (give title | Other (specify |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | |  |  | below) | below) |  |
|  |  |  |  |  |
| 11/08/2016 | | |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 4. | | If Amendment, Date of Original Filed (Month/Day/Year) | | 6. | Individual or Joint/Group Filing (Check Applicable | | |  |

Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

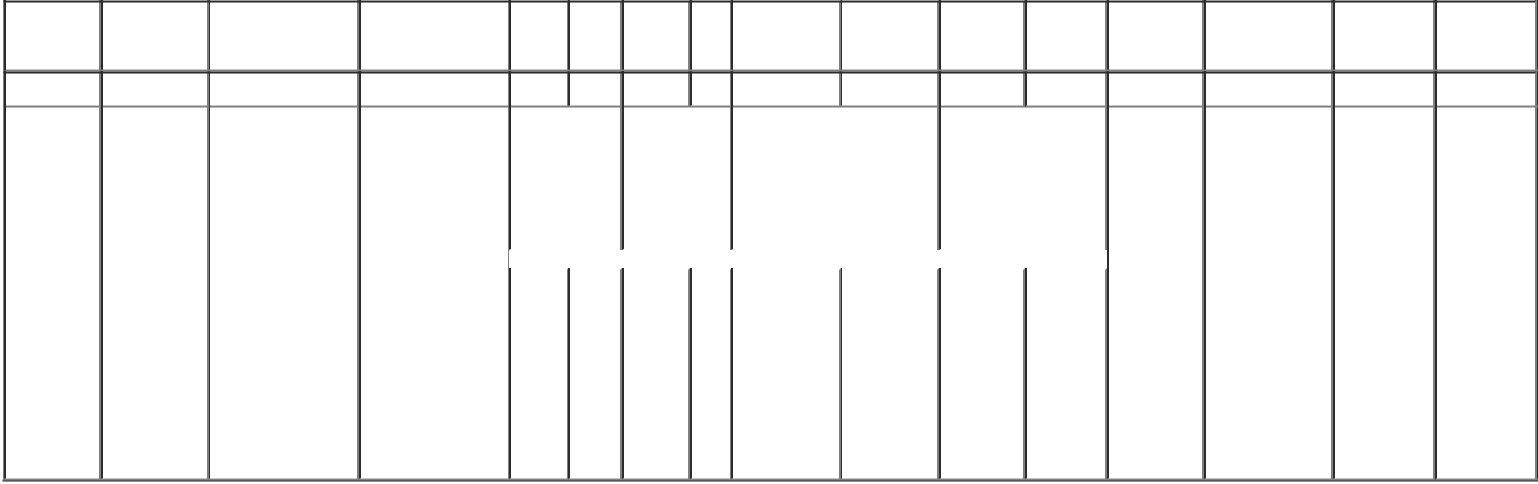
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | **2. Transaction** | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | | | **5. Amount of** | **6. Ownership** | **7. Nature of** |  |  |  |
|  |  | **Date** | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | **Securities** | **Form: Direct** | **Indirect** |  |  |  |
|  |  | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **5)** |  |  | **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 Stock, $0.002 Par Value |  |  |  |  |  |  | 3,246 | D |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Starboard |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 13,495,491 | I | Value and |  |  |  |
|  |  |  |  |  |  |  | Opportunity |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Master |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Fund Ltd(1) |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Starboard |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 1,588,369 | I | Value and |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Opportunity |  |  |  |
|  |  |  |  |  |  |  |  |  |  | S LLC(2) |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Starboard |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 877,932 | I | Value and |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Opportunity |  |  |  |
|  |  |  |  |  |  |  |  |  |  | C LP(3) |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Starboard |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 9,310,245 | I | Leaders |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Juliet |  |  |  |
|  |  |  |  |  |  |  |  |  |  | LLC(4) |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Starboard |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 3,792,301 | I | Leaders |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Select II |  |  |  |
|  |  |  |  |  |  |  |  |  |  | LP(5) |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 2,883,842 | I | Starboard T |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Fund LP(6) |  |  |  |
|  |  |  |  |  |  |  |  |  |  | By |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Managed |  |  |  |
|  | Common Stock, $0.002 Par Value |  |  |  |  |  |  | 1,772,606 | I | Account of |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Starboard |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Value LP(7) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**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 Amount** | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | **of Securities** | **Derivative** | **derivative** | **Ownership** | **of Indirect** |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | **Underlying** | **Security** | **Securities** | **Form:** | **Beneficial** |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  | **Derivative Security** | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |
|  | **Derivative** |  |  |  | **Acquired** |  | **(Instr. 3 and 4)** |  | **Owned** | **or Indirect** | **(Instr. 4)** |
|  | **Security** |  |  |  | **(A) or** |  |  |  | **Following** | **(I) (Instr. 4)** |  |
|  |  |  |  |  | **Disposed** |  |  |  | **Reported** |  |  |
|  |  |  |  |  | **of (D) (Instr.** |  |  |  | **Transaction(s)** |  |  |
|  |  |  |  |  | **3, 4 and 5)** |  |  |  | **(Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |



|  |  |  |
| --- | --- | --- |
|  |  | **Amount** |
| **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | |
|  |  | **or** |
| **(e.g., puts, calls, warrants, options, convertible securities)** | | |
|  |  | **Number** |
| **Date** | **Expiration** | **of** |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | **Code.4** | **V** | **5(A).Number(D)** | | **Exercisable.6DateExercisableDate and** | | **Title.7Title and SharesAmount** | | | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** |  | **Expiration Date** | | **of Securities** | | | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | | **(Month/Day/Year)** | | **Underlying** | | |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** | |  |  | **Derivative Security** | | | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  |  | **Derivative** |  |  |  |  | **Acquired** | |  |  | **(Instr. 3 and 4)** | | | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  |  |  | **Security** |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  | **Disposed** | |  |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  | **of (D) (Instr.** | |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  |  | **of** |  |  |  |  |  |
|  |  |  |  |  |  | **Code** | **V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | | | **Shares** |  |  |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  |  |  |  | Common |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (8) |  |  |  |  |  |  | (8) | (8) |  | Stock, | | 17,322 |  |  |  |  |  |
|  | Units | | 11/08/2016 |  | A |  | 17,322 |  | $0.002 | |  | $0 | 17,322 | D |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Par | |  |  |  |  |  |  |
|  | Acquire) | |  |  |  |  |  |  |  |  |  |  | Value | |  |  |  |  |  |  |

**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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Each restricted stock unit (RSU), granted at zero cost, represents a contingent right to receive one common share of the Issuer. The RSUs vest on the earlier of: (i) the Issuer's next annual general meeting of shareholders, or (ii) November 8, 2017, the one year anniversary of the date of grant.

|  |  |  |
| --- | --- | --- |
| /s/ Peter A. Feld | | 11/10/2016 |
|  |  |  |
| \*\* 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.

**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.**