SEC Form 4

**FORM 4**

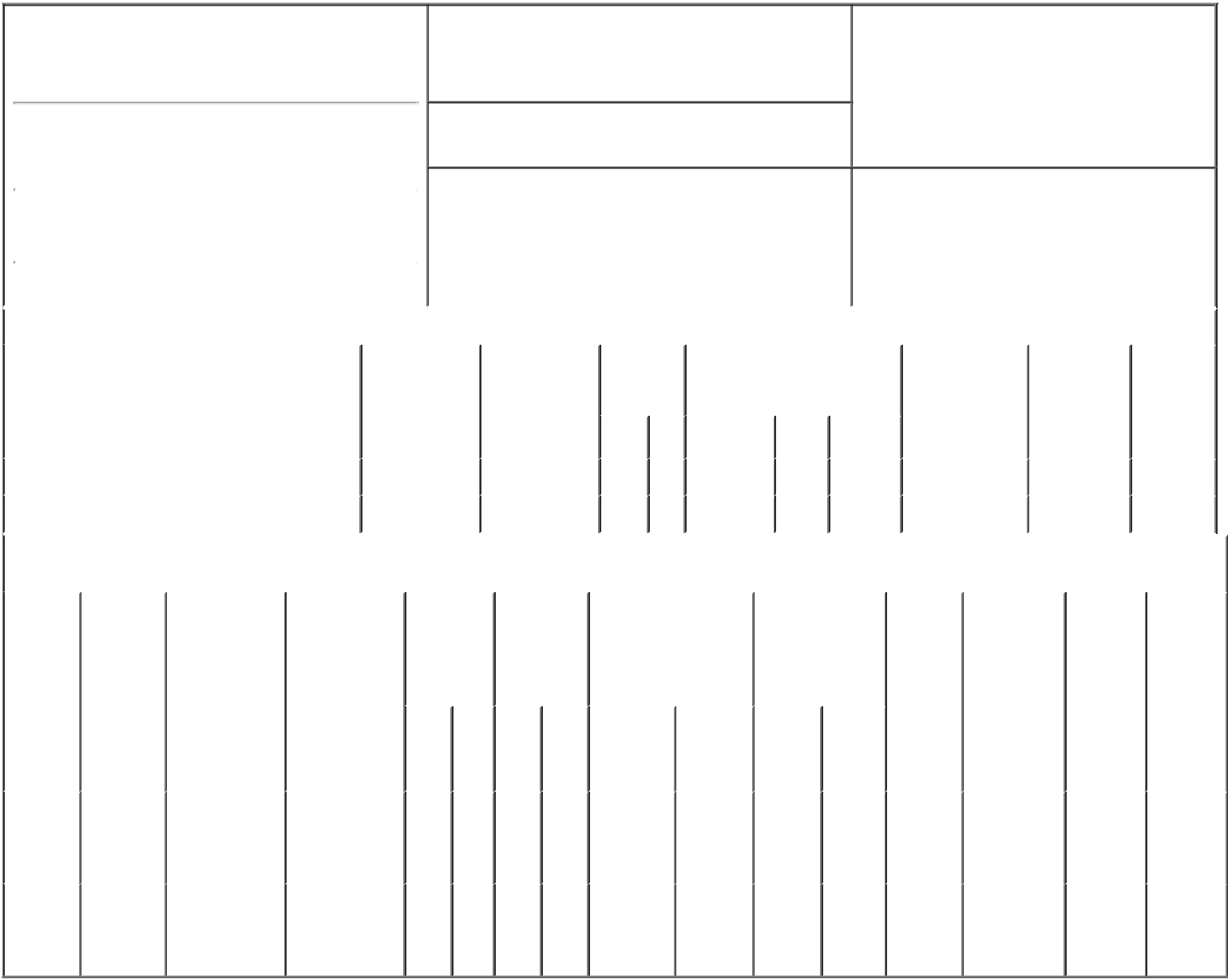
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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)

04/15/2018

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 of** | | |  |
|  |  |  |  |  | **Date** |  |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5) Securities** | | | | | |  | **Form: Direct** | | **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 Stock | | |  | 04/15/2018 | | |  |  |  | M | 5,062 | A | $0.00 | | 5,062 | | |  | D |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | |  | 04/15/2018 | | |  |  |  | F(1) | 1,752 | D | $22.01 | | 3,310 | | |  | 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 of** | | **6. Date Exercisable and** | | | **7. Title and** |  |  | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **Derivative** | | **Expiration Date** | | | **Amount of** |  |  | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Securities** | | **(Month/Day/Year)** | | | **Securities** |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** | | **Acquired (A)** | |  |  |  | **Underlying** |  |  | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  | **or Disposed** | |  |  |  | **Derivative Security** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  | **of (D) (Instr.** | |  |  |  | **(Instr. 3 and 4)** | | |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (2) |  |  |  |  |  |  | (3) | | (3) | Common | 5,062 |  |  |  |  |  |  |  |  |  |  |
|  | Option | | 04/15/2018 |  |  | M |  | 5,062 |  | $0.00 | | 10,279 |  | D |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (2) |  |  |  |  |  |  | (4) | | (4) | Common | 9,087 |  |  |  |  |  |  |  |  |  |  |
|  | Option | | 04/15/2018 |  |  | A | 9,087 |  |  | $0.00 | | 9,087 |  | D |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
2. Each RSU represents a contingent right to receive one Marvell common share.
3. The RSUs vest as to 33% on April 15, 2018, 33% on April 15, 2019 and 34% on April 15, 2020.
4. The RSUs vest as to 33% on April 15, 2019 and in eight equal quarterly installments on each of July 15, 2019, October 15, 2019, January 15, 2020, April 15, 2020, July 15, 2020, October 15, 2020, January 15, 2021 and April 15, 2021.

**Remarks:**

David Caron by Mary Ahern as



attorney-in-fact



\*\* Signature of Reporting Person

04/17/2018



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.**