SEC Form 4

**FORM 4**

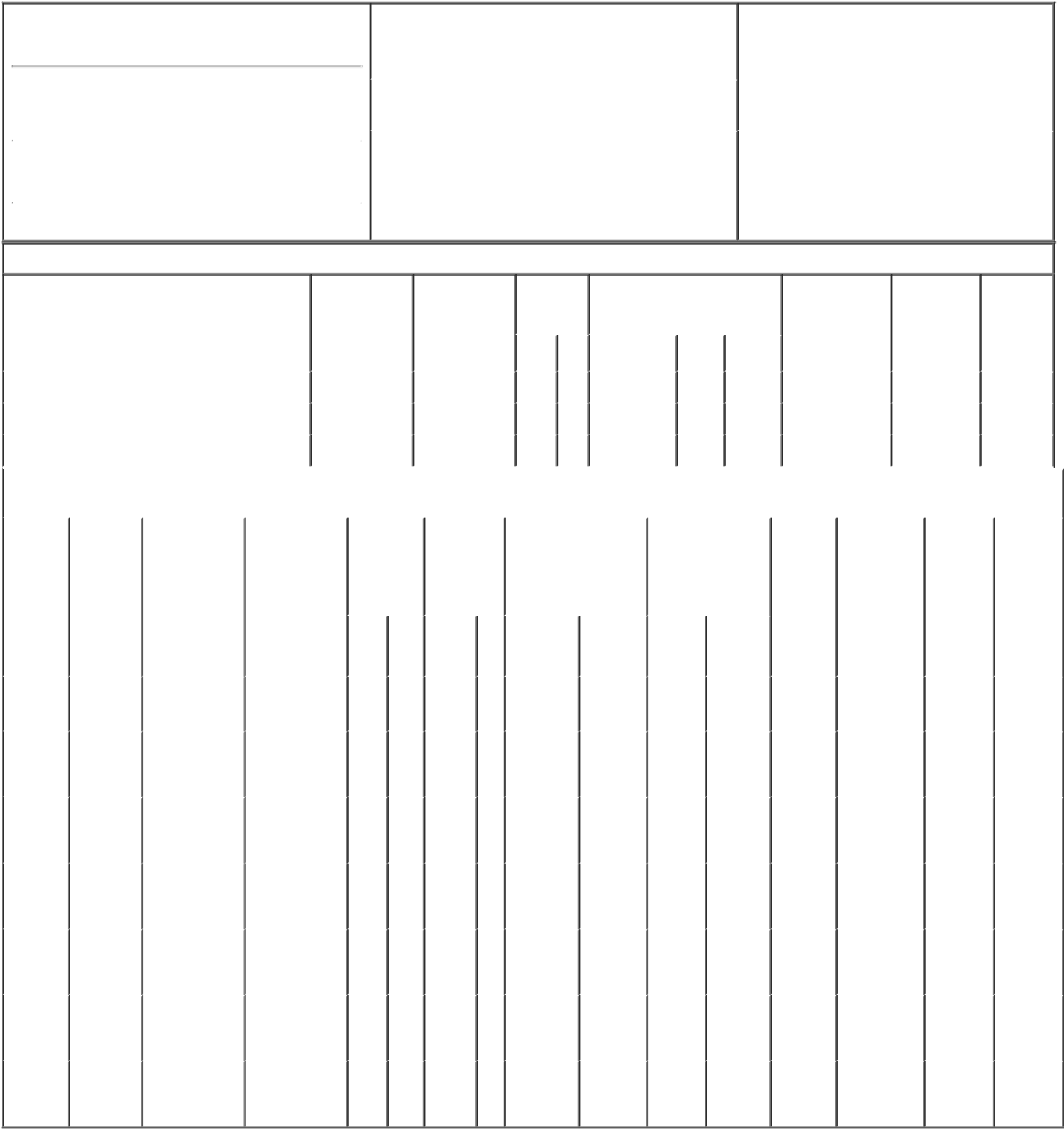
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[Ali Syed](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001395198)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | C/O 5488 MARVELL LANE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SANTA CLARA CA | | 95054 |
|  |  |  |  |
|  | (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) |  |
|  |  |  |  |  |
| 07/06/2018 | | |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 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 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 shares | |  | 07/06/2018 | |  |  |  | A | 2,143,416(1) | | A | (1) | 2,143,416 | | |  | D |  |  |  |  |
|  | Common shares | |  | 07/06/2018 | |  |  |  | A | 558,855(2) | | A | (2) | 2,702,271 | | |  | D |  |  |  |  |
|  | Common shares | |  | 07/06/2018 | |  |  |  | A | 1,744,002(3) | | A | (3) | 4,446,273 | | |  | 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 Amount** | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** |  | **Expiration Date** | | | **of Securities** | | | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** |  | **(Month/Day/Year)** | | | **Underlying** | |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** | |  |  |  | **Derivative Security** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  | **or Disposed** | |  |  |  | **(Instr. 3 and 4)** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  | **of (D) (Instr.** | |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** |  | **of Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  |  | Common | | 9,975 |  |  |  |  |  |  |  |  |  |
|  | stock | (4) | 07/06/2018 |  | A | 9,975 |  | (5) | | (5) | $0.00 | | 9,975 |  | D |  |  |  |  |
|  |  |  | shares |  |  |  |  |  |  |
|  | units(4) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Options | $8.86 | 07/06/2018 |  | A | 504,242 |  | 07/06/2018 | | 02/24/2019 | Common | | 504,242 | (6) | | 504,242 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $9.33 | 07/06/2018 |  | A | 403,394 |  | 07/06/2018 | | 03/22/2020 | Common | | 403,394 | (6) | | 403,394 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $9.38 | 07/06/2018 |  | A | 322,715 |  | 07/06/2018 | | 02/07/2021 | Common | | 322,715 | (6) | | 322,715 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $15.58 | 07/06/2018 |  | A | 130,966 |  | 07/06/2018 | | 02/16/2022 | Common | | 130,966 | (6) | | 130,966 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $12.12 | 07/06/2018 |  | A | 224,315 |  | 07/06/2018 | | 02/11/2023 | Common | | 224,315 | (6) | | 224,315 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | options | $16.31 | 07/06/2018 |  | A | 178,941 |  | 07/06/2018 | | 02/10/2027 | Common | | 178,941 | (6) | | 178,941 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |  |

buy)

**Explanation of Responses:**

1. Received in exchange for 985,162 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc. into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
2. Received in exchange for 265,876 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc. into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
3. Received in exchange for 801,582 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc. into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
4. Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.
5. Vests 100% of shares on the earlier of the next annual general meeting of Marvell or June 28, 2019, the one year anniversary of the restricted stock unit grant.
6. Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. common stock.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Syed Ali by Mary Ahern as |  | 07/10/2018 |

attorney in fact



\*\* 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.**