

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person* <u>Ali Syed</u> (Last) (First) (Middle) <u>C/O 5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA 95054</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>07/06/2018</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) <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 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 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)
				Code	V			Title	Amount or Number of Shares				
Restricted stock units ⁽⁴⁾	(4)	07/06/2018		A		9,975	(5) (5)	Common shares	9,975	\$0.00	9,975	D	
Stock Options (right to buy)	\$8.86	07/06/2018		A		504,242	07/06/2018 02/24/2019	Common shares	504,242	(6)	504,242	D	
Stock option (right to buy)	\$9.33	07/06/2018		A		403,394	07/06/2018 03/22/2020	Common shares	403,394	(6)	403,394	D	
Stock option (right to buy)	\$9.38	07/06/2018		A		322,715	07/06/2018 02/07/2021	Common shares	322,715	(6)	322,715	D	
Stock option (right to buy)	\$15.58	07/06/2018		A		130,966	07/06/2018 02/16/2022	Common shares	130,966	(6)	130,966	D	
Stock option (right to buy)	\$12.12	07/06/2018		A		224,315	07/06/2018 02/11/2023	Common shares	224,315	(6)	224,315	D	
Stock options (right to buy)	\$16.31	07/06/2018		A		178,941	07/06/2018 02/10/2027	Common shares	178,941	(6)	178,941	D	

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.