**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

* 240.13d-2(a) (Amendment No. 4)1

Marvell Technology Group Ltd.

(Name of Issuer)

Common Stock, $0.002 par value per share

(Title of Class of Securities)

G5876H105

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 10, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 forother parties to whom copies are to be sent.



* The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).



CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 33,720,786 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 33,720,786 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 33,720,786 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | 5.2% |  |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 2 |  |

CUSIP NO. G5876H105



|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 1 | | NAME OF REPORTING PERSON | | |  |  |
|  |  | STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD | | |  |  |
| 2 | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |  |
|  |  |  |  |  | (b) ☐ |  |
|  |  |  |  |  |  |  |
| 3 | | SEC USE ONLY | |  |  |  |
|  |  |  |  |  |  |  |
| 4 | SOURCE OF FUNDS | |  |  |  |
|  |  | WC | |  |  |  |
| 5 | | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |  |
|  |  | 2(e) | |  |  |  |
|  | |  |  | |  |  |
| 6 | | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |  |
|  |  | CAYMAN ISLANDS | | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |  |
|  | SHARES |  |  |  |  |  |
|  | BENEFICIALLY |  |  | 13,495,491 |  |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |  |
|  | EACH |  |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |  |
|  |  |  |  | 13,495,491 |  |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |  |
|  |  |  |  | - 0 - |  |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |  |
|  |  | 13,495,491 |  |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |  |
|  |  |  | | |  |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |  |



2.1%

1. TYPE OF REPORTING PERSON CO



3



CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE AND OPPORTUNITY S LLC | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | WC | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 1,588,369 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 1,588,369 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 1,588,369 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | Less than 1% | |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | OO | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 4 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE AND OPPORTUNITY C LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | WC | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 877,932 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 877,932 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 877,932 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | Less than 1% | |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 5 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE R LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 877,932 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 877,932 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 877,932 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | Less than 1% | |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 6 |  |

CUSIP NO. G5876H105



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1 | NAME OF REPORTING PERSON | | |  |
|  | STARBOARD VALUE R GP LLC | | |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  | (b) ☐ |
|  |  |  |  |  |
| 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |
| 4 | SOURCE OF FUNDS | |  |  |
|  | OO | |  |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  | 2(e) | |  |  |
|  |  |  | |  |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  | DELAWARE | |  |  |
| NUMBER OF | 7 |  | SOLE VOTING POWER |  |
| SHARES |  |  |  |  |
| BENEFICIALLY |  |  | 877,932 |  |
| OWNED BY | 8 |  | SHARED VOTING POWER |  |
| EACH |  |  |  |  |
| REPORTING |  |  | - 0 - |  |
| PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  | 877,932 |  |
|  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  | - 0 - |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  | 877,932 |  |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  | | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  | Less than 1% | |  |  |



1. TYPE OF REPORTING PERSON OO



7



CUSIP NO. G5876H105



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1 | NAME OF REPORTING PERSON | | |  |
|  | STARBOARD LEADERS JULIET LLC | | |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  | (b) ☐ |
|  |  |  |  |  |
| 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |
| 4 | SOURCE OF FUNDS | |  |  |
|  | WC | |  |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  | 2(e) | |  |  |
|  |  |  | |  |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  | DELAWARE | |  |  |
| NUMBER OF | 7 |  | SOLE VOTING POWER |  |
| SHARES |  |  |  |  |
| BENEFICIALLY |  |  | 9,310,245 |  |
| OWNED BY | 8 |  | SHARED VOTING POWER |  |
| EACH |  |  |  |  |
| REPORTING |  |  | - 0 - |  |
| PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  | 9,310,245 |  |
|  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  | - 0 - |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  | 9,310,245 |  |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  | | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  | 1.4% |  |  |  |



1. TYPE OF REPORTING PERSON OO



8



CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD LEADERS FUND LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 9,310,245 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 9,310,245 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 9,310,245 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | 1.4% |  |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 9 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD LEADERS SELECT II LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | WC | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 3,792,301 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 3,792,301 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 3,792,301 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | Less than 1% | |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 10 |  |

CUSIP NO. G5876H105



|  |  |  |
| --- | --- | --- |
| 1 | NAME OF REPORTING PERSON |  |
|  | STARBOARD LEADERS SELECT II GP LLC |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) ☐ |
|  |  | (b) ☐ |
|  |  |  |
| 3 | SEC USE ONLY |  |
|  |  |  |
| 4 | SOURCE OF FUNDS |  |
|  | OO |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | ☐ |
|  | 2(e) |  |



* CITIZENSHIP OR PLACE OF ORGANIZATION



|  |  |  |  |
| --- | --- | --- | --- |
|  | DELAWARE |  |  |
| NUMBER OF | 7 | SOLE VOTING POWER |  |
| SHARES |  |  |  |
| BENEFICIALLY |  | 3,792,301 |  |
| OWNED BY | 8 | SHARED VOTING POWER |  |
| EACH |  |  |  |
| REPORTING |  | - 0 - |  |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |  |
|  |  | 3,792,301 |  |
|  | 10 | SHARED DISPOSITIVE POWER |  |
|  |  | - 0 - |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |  |
|  | 3,792,301 |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | ☐ |
|  |  | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |  |

Less than 1%

1. TYPE OF REPORTING PERSON OO



11



CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD LEADERS SELECT FUND LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 3,792,301 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 3,792,301 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 3,792,301 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | Less than 1% | |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 12 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD T FUND LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | WC | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 2,883,842 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 2,883,842 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 2,883,842 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | Less than 1% | |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 13 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE A LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 15,986,388 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 15,986,388 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 15,986,388 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | 2.4% |  |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 14 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE A GP LLC | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 15,986,388 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 15,986,388 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 15,986,388 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | 2.4% |  |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | OO | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 15 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD VALUE GP LLC | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 33,720,786 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 33,720,786 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 33,720,786 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | 5.2% |  |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | OO | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 16 |  |

CUSIP NO. G5876H105

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
|  | 1 | NAME OF REPORTING PERSON | | |  |
|  |  | STARBOARD PRINCIPAL CO LP | | |  |
|  | 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | (a) ☐ |
|  |  |  |  |  | (b) ☐ |
|  |  |  |  |  |  |
|  | 3 | SEC USE ONLY | |  |  |
|  |  |  |  |  |  |
|  | 4 | SOURCE OF FUNDS | |  |  |
|  |  | OO | |  |  |
|  | 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | | | ☐ |
|  |  | 2(e) | |  |  |
|  |  |  |  | |  |
|  | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |  |
|  |  | DELAWARE | |  |  |
|  | NUMBER OF | 7 |  | SOLE VOTING POWER |  |
|  | SHARES |  |  |  |  |
|  | BENEFICIALLY |  |  | 33,720,786 |  |
|  | OWNED BY | 8 |  | SHARED VOTING POWER |  |
|  | EACH |  |  |  |  |
|  | REPORTING |  |  | - 0 - |  |
|  | PERSON WITH | 9 |  | SOLE DISPOSITIVE POWER |  |
|  |  |  |  | 33,720,786 |  |
|  |  | 10 |  | SHARED DISPOSITIVE POWER |  |
|  |  |  |  | - 0 - |  |
|  | 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |  |
|  |  | 33,720,786 |  |  |  |
|  | 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | ☐ |
|  |  |  | | |  |
|  | 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |  |
|  |  | 5.2% |  |  |  |
|  | 14 | TYPE OF REPORTING PERSON | | |  |
|  |  | PN | |  |  |
|  |  |  |  |  |  |
|  |  |  |  | 17 |  |

CUSIP NO. G5876H105



* NAME OF REPORTING PERSON



|  |  |  |
| --- | --- | --- |
|  | STARBOARD PRINCIPAL CO GP LLC |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) ☐ |
|  |  | (b) ☐ |

* SEC USE ONLY



* SOURCE OF FUNDS



|  |  |  |
| --- | --- | --- |
|  | OO |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | ☐ |
|  | 2(e) |  |

* CITIZENSHIP OR PLACE OF ORGANIZATION



|  |  |  |  |
| --- | --- | --- | --- |
|  | DELAWARE |  |  |
| NUMBER OF | 7 | SOLE VOTING POWER |  |
| SHARES |  |  |  |
| BENEFICIALLY |  | 33,720,786 |  |
| OWNED BY | 8 | SHARED VOTING POWER |  |
| EACH |  |  |  |
| REPORTING |  | - 0 - |  |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |  |
|  |  | 33,720,786 |  |
|  | 10 | SHARED DISPOSITIVE POWER |  |
|  |  | - 0 - |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |  |
|  | 33,720,786 |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | ☐ |
|  |  | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |  |

5.2%

1. TYPE OF REPORTING PERSON OO



18



CUSIP NO. G5876H105



* NAME OF REPORTING PERSON



|  |  |  |
| --- | --- | --- |
|  | JEFFREY C. SMITH |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) ☐ |
|  |  | (b) ☐ |

* SEC USE ONLY



* SOURCE OF FUNDS



|  |  |  |
| --- | --- | --- |
|  | OO |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | ☐ |
|  | 2(e) |  |

* CITIZENSHIP OR PLACE OF ORGANIZATION



|  |  |  |  |
| --- | --- | --- | --- |
|  | USA |  |  |
| NUMBER OF | 7 | SOLE VOTING POWER |  |
| SHARES |  |  |  |
| BENEFICIALLY |  | - 0 - |  |
| OWNED BY | 8 | SHARED VOTING POWER |  |
| EACH |  |  |  |
| REPORTING |  | 33,720,786 |  |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |  |
|  |  | - 0 - |  |
|  | 10 | SHARED DISPOSITIVE POWER |  |
|  |  | 33,720,786 |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |  |
|  | 33,720,786 |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | ☐ |
|  |  | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |  |

5.2%

1. TYPE OF REPORTING PERSON IN



19



CUSIP NO. G5876H105



* NAME OF REPORTING PERSON



|  |  |  |
| --- | --- | --- |
|  | MARK R. MITCHELL |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) ☐ |
|  |  | (b) ☐ |

* SEC USE ONLY



* SOURCE OF FUNDS



|  |  |  |
| --- | --- | --- |
|  | OO |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | ☐ |
|  | 2(e) |  |

* CITIZENSHIP OR PLACE OF ORGANIZATION



|  |  |  |  |
| --- | --- | --- | --- |
|  | USA |  |  |
| NUMBER OF | 7 | SOLE VOTING POWER |  |
| SHARES |  |  |  |
| BENEFICIALLY |  | - 0 - |  |
| OWNED BY | 8 | SHARED VOTING POWER |  |
| EACH |  |  |  |
| REPORTING |  | 33,720,786 |  |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |  |
|  |  | - 0 - |  |
|  | 10 | SHARED DISPOSITIVE POWER |  |
|  |  | 33,720,786 |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |  |
|  | 33,720,786 |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | ☐ |
|  |  | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |  |

5.2%

1. TYPE OF REPORTING PERSON IN



20



CUSIP NO. G5876H105



* NAME OF REPORTING PERSON



|  |  |  |
| --- | --- | --- |
|  | PETER A. FELD |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) ☐ |
|  |  | (b) ☐ |

* SEC USE ONLY



* SOURCE OF FUNDS



|  |  |  |
| --- | --- | --- |
|  | OO |  |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | ☐ |
|  | 2(e) |  |

* CITIZENSHIP OR PLACE OF ORGANIZATION



|  |  |  |  |
| --- | --- | --- | --- |
|  | USA |  |  |
| NUMBER OF | 7 | SOLE VOTING POWER |  |
| SHARES |  |  |  |
| BENEFICIALLY |  | 33,204 |  |
| OWNED BY | 8 | SHARED VOTING POWER |  |
| EACH |  |  |  |
| REPORTING |  | 33,720,786 |  |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |  |
|  |  | 33,204 |  |
|  | 10 | SHARED DISPOSITIVE POWER |  |
|  |  | 33,720,786 |  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |  |
|  | 33,753,990 |  |  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | ☐ |
|  |  | |  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |  |

5.2%

1. TYPE OF REPORTING PERSON IN



21



CUSIP NO. G5876H105

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

This Amendment No. 4 to the Schedule 13D is being filed solely as a result of the change in the number of outstanding Shares of the Issuer as a result of the Issuer’s completion of its acquisition of Cavium, Inc., which has caused the Reporting Persons’ position in the Issuer to change by more than one percent (1%) of the Issuer’s outstanding Shares. In addition, Peter Feld is no longer a member of the Board of Directors of the Issuer, effective as of the date of the Issuer’s annual general meeting of shareholders held on June 28, 2018.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 653,733,389 Shares outstanding, which is the total number of Shares outstanding as reported by Bloomberg LP on July 10, 2018, following the Issuer’s announced completion of its acquisition of Cavium, Inc. as disclosed in the Issuer’s Form 8-K filed with the SEC on July 6, 2018.

1. Starboard V&O Fund
   1. As of the close of business on July 12, 2018, Starboard V&O Fund beneficially owned 13,495,491 Shares. Percentage: Approximately 2.1%
   2. 1. Sole power to vote or direct vote: 13,495,491
      1. Shared power to vote or direct vote: 0
      2. Sole power to dispose or direct the disposition: 13,495,491
      3. Shared power to dispose or direct the disposition: 0
   3. Starboard V&O Fund has not entered into any transactions in the Shares during the past sixty days.
2. Starboard S LLC
   1. As of the close of business on July 12, 2018, Starboard S LLC beneficially owned 1,588,369 Shares. Percentage: Less than 1%
   2. 1. Sole power to vote or direct vote: 1,588,369
      1. Shared power to vote or direct vote: 0
      2. Sole power to dispose or direct the disposition: 1,588,369
      3. Shared power to dispose or direct the disposition: 0
   3. Starboard S LLC has not entered into any transactions in the Shares during the past sixty days.
3. Starboard C LP
   1. As of the close of business on July 12, 2018, Starboard C LP beneficially owned 877,932 Shares. Percentage: Less than 1%
   2. 1. Sole power to vote or direct vote: 877,932
      1. Shared power to vote or direct vote: 0
      2. Sole power to dispose or direct the disposition: 877,932
      3. Shared power to dispose or direct the disposition: 0
   3. Starboard C LP has not entered into any transactions in the Shares during the past sixty days.

22



CUSIP NO. G5876H105

1. Starboard R LP
   1. Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 877,932 Shares owned by Starboard C LP.

Percentage: Less than 1%

* 1. 1. Sole power to vote or direct vote: 877,932
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 877,932
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard R LP has not entered into any transactions in the Shares during the past sixty days.

1. Starboard R GP
   1. Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 877,932 Shares owned by Starboard C LP.

Percentage: Less than 1%

* 1. 1. Sole power to vote or direct vote: 877,932
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 877,932
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard R GP has not entered into any transactions in the Shares during the past sixty days.

1. Starboard Juliet LLC
   1. As of the close of business on July 12, 2018, Starboard Juliet LLC beneficially owned 9,310,245 Shares. Percentage: Approximately 1.4%
   2. 1. Sole power to vote or direct vote: 9,310,245
      1. Shared power to vote or direct vote: 0
      2. Sole power to dispose or direct the disposition: 9,310,245
      3. Shared power to dispose or direct the disposition: 0
   3. Starboard Juliet LLC has not entered into any transactions in the Shares during the past sixty days.

23



CUSIP NO. G5876H105

1. Starboard Leaders Fund
   1. Starboard Leaders Fund, as a member of Starboard Juliet LLC, may be deemed the beneficial owner of the 9,310,245 Shares owned by Starboard Juliet LLC.

Percentage: Approximately 1.4%

* 1. 1. Sole power to vote or direct vote: 9,310,245
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 9,310,245
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard Leaders Fund has not entered into any transactions in the Shares during the past sixty days.

1. Starboard Select II LP
   1. As of the close of business on July 12, 2018, Starboard Select II LP beneficially owned 3,792,301 Shares. Percentage: Less than 1%
   2. 1. Sole power to vote or direct vote: 3,792,301
      1. Shared power to vote or direct vote: 0
      2. Sole power to dispose or direct the disposition: 3,792,301
      3. Shared power to dispose or direct the disposition: 0
   3. Starboard Select II LP has not entered into any transactions in the Shares during the past sixty days.
2. Starboard Select II GP
   1. Starboard Select II GP, as the general partner of Starboard Select II LP, may be deemed the beneficial owner of the 3,792,301 Shares owned by Starboard Select II LP.

Percentage: Less than 1%

1. 1. Sole power to vote or direct vote: 3,792,301
   1. Shared power to vote or direct vote: 0
   2. Sole power to dispose or direct the disposition: 3,792,301
   3. Shared power to dispose or direct the disposition: 0
2. Starboard Select II GP has not entered into any transactions in the Shares during the past sixty days. 24



CUSIP NO. G5876H105

1. Starboard Select Fund
   1. Starboard Select Fund, as the sole member of Starboard Select II GP, may be deemed the beneficial owner of the 3,792,301 Shares owned by Starboard Select II LP.

Percentage: Less than 1%

* 1. 1. Sole power to vote or direct vote: 3,792,301
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 3,792,301
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard Select Fund has not entered into any transactions in the Shares during the past sixty days.

1. Starboard T LP
   1. As of the close of business on July 12, 2018, Starboard T LP beneficially owned 2,883,842 Shares. Percentage: Less than 1%
   2. 1. Sole power to vote or direct vote: 2,883,842
      1. Shared power to vote or direct vote: 0
      2. Sole power to dispose or direct the disposition: 2,883,842
      3. Shared power to dispose or direct the disposition: 0
   3. Starboard T LP has not entered into any transactions in the Shares during the past sixty days.
2. Starboard A LP
   1. Starboard A LP, as the general partner of Starboard Leaders Fund, Starboard Select Fund and Starboard T LP and the managing member of Starboard Juliet LLC, may be deemed the beneficial owner of the (i) 9,310,245 Shares owned by Starboard Juliet LLC, (ii) 3,792,301 Shares owned by Starboard Select II LP and (iii) 2,883,842 Shares owned by Starboard T LP.

Percentage: Approximately 2.4%

* 1. 1. Sole power to vote or direct vote: 15,986,388
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 15,986,388
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard A LP has not entered into any transactions in the Shares during the past sixty days.

25



CUSIP NO. G5876H105

1. Starboard A GP
   1. Starboard A GP, as the general partner of Starboard A LP, may be deemed the beneficial owner of the (i) 9,310,245 Shares owned by Starboard Juliet LLC, (ii) 3,792,301 Shares owned by Starboard Select II LP and (iii) 2,883,842 Shares owned by Starboard T LP.

Percentage: Approximately 2.4%

* 1. 1. Sole power to vote or direct vote: 15,986,388
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 15,986,388
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard A GP has not entered into any transactions in the Shares during the past sixty days.

1. Starboard Value LP
   1. As of the close of business on July 12, 2018, 1,772,606 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard Juliet LLC, Starboard Select II LP, Starboard T LP, and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 13,495,491 Shares owned by Starboard V&O Fund, (ii) 1,588,369 Shares owned by Starboard S LLC, (iii) 877,932 Shares owned by Starboard C LP, (iv) 9,310,245 Shares owned by Starboard Juliet LLC, (v) 3,792,301 Shares owned by Starboard Select II LP, (vi) 2,883,842 Shares owned by Starboard T LP, and (vii) 1,772,606 Shares held in the Starboard Value LP Account.

Percentage: Approximately 5.2%

* 1. 1. Sole power to vote or direct vote: 33,720,786
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 33,720,786
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard Value LP has not entered into any transactions in the Shares during the past sixty days.

1. Starboard Value GP
   1. Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 13,495,491 Shares owned by Starboard V&O Fund, (ii) 1,588,369 Shares owned by Starboard S LLC, (iii) 877,932 Shares owned by Starboard C LP, (iv) 9,310,245 Shares owned by Starboard Juliet LLC, (v) 3,792,301 Shares owned by Starboard Select II LP, (vi) 2,883,842 Shares owned by Starboard T LP, and (vii) 1,772,606 Shares held in the Starboard Value LP Account.

Percentage: Approximately 5.2%

* 1. 1. Sole power to vote or direct vote: 33,720,786
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 33,720,786
     3. Shared power to dispose or direct the disposition: 0
  2. Starboard Value GP has not entered into any transactions in the Shares during the past sixty days.

26



CUSIP NO. G5876H105

1. Principal Co
   1. Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 13,495,491 Shares owned by Starboard V&O Fund, (ii) 1,588,369 Shares owned by Starboard S LLC, (iii) 877,932 Shares owned by Starboard C LP, (iv) 9,310,245 Shares owned by Starboard Juliet LLC, (v) 3,792,301 Shares owned by Starboard Select II LP, (vi) 2,883,842 Shares owned by Starboard T LP, and (vii) 1,772,606 Shares held in the Starboard Value LP Account.

Percentage: Approximately 5.2%

* 1. 1. Sole power to vote or direct vote: 33,720,786
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 33,720,786
     3. Shared power to dispose or direct the disposition: 0
  2. Principal Co has not entered into any transactions in the Shares during the past sixty days.

1. Principal GP
   1. Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 13,495,491 Shares owned by Starboard V&O Fund, (ii) 1,588,369 Shares owned by Starboard S LLC, (iii) 877,932 Shares owned by Starboard C LP, (iv) 9,310,245 Shares owned by Starboard Juliet LLC, (v) 3,792,301 Shares owned by Starboard Select II LP, (vi) 2,883,842 Shares owned by Starboard T LP, and (vii) 1,772,606 Shares held in the Starboard Value LP Account.

Percentage: Approximately 5.2%

* 1. 1. Sole power to vote or direct vote: 33,720,786
     1. Shared power to vote or direct vote: 0
     2. Sole power to dispose or direct the disposition: 33,720,786
     3. Shared power to dispose or direct the disposition: 0
  2. Principal GP has not entered into any transactions in the Shares during the past sixty days.

1. Messrs. Smith and Mitchell
   1. Each of Messrs. Smith and Mitchell, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 13,495,491 Shares owned by Starboard V&O Fund, (ii) 1,588,369 Shares owned by Starboard S LLC, (iii) 877,932 Shares owned by Starboard C LP, (iv) 9,310,245 Shares owned by Starboard Juliet LLC, (v) 3,792,301 Shares owned by Starboard Select II LP, (vi) 2,883,842 Shares owned by Starboard T LP, and (vii) 1,772,606 Shares held in the Starboard Value LP Account.

Percentage: Approximately 5.2%

* 1. 1. Sole power to vote or direct vote: 0
     1. Shared power to vote or direct vote: 33,720,786
     2. Sole power to dispose or direct the disposition: 0
     3. Shared power to dispose or direct the disposition: 33,720,786
  2. None of Messrs. Smith or Mitchell has entered into any transactions in the Shares during the past sixty days.

27



CUSIP NO. G5876H105

1. Mr. Feld
   1. As of the date hereof, Mr. Feld beneficially owned 33,204 Shares. Mr. Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 13,495,491 Shares owned by Starboard V&O Fund, (ii) 1,588,369 Shares owned by Starboard S LLC, (iii) 877,932 Shares owned by Starboard C LP, (iv) 9,310,245 Shares owned by Starboard Juliet LLC, (v) 3,792,301 Shares owned by Starboard Select II LP, (vi) 2,883,842 Shares owned by Starboard T LP, and (vii) 1,772,606 Shares held in the Starboard Value LP Account.

Percentage: Approximately 5.2%

* 1. 1. Sole power to vote or direct vote: 33,204
     1. Shared power to vote or direct vote: 33,720,786
     2. Sole power to dispose or direct the disposition: 33,204
     3. Shared power to dispose or direct the disposition: 33,720,786
  2. Mr. Feld has not entered into any transactions in the Shares during the past sixty days

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

28



CUSIP NO. G5876H105

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Dated: July 12, 2018 | |  |  |  |
| STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD | | | STARBOARD LEADERS SELECT FUND LP | |
| By: Starboard Value LP, | |  | By: Starboard Value A LP, | |
| its investment manager | |  | its general partner | |
| STARBOARD VALUE AND OPPORTUNITY S LLC | |  | STARBOARD T FUND LP | |
| By: Starboard Value LP, | |  | By: Starboard Value A LP, | |
| its manager | |  | its general partner | |
| STARBOARD VALUE AND OPPORTUNITY C LP | |  | STARBOARD VALUE A LP | |
| By: Starboard Value R LP, | |  | By: Starboard Value A GP LLC, | |
| its general partner | |  | its general partner | |
| STARBOARD VALUE R LP | |  | STARBOARD VALUE LP | |
| By: Starboard Value R GP LLC, | |  | By: Starboard Value GP LLC, | |
| its general partner | |  | its general partner | |
| STARBOARD LEADERS JULIET LLC | |  | STARBOARD VALUE GP LLC | |
| By: Starboard Value A LP, | |  | By: Starboard Principal Co LP, | |
| its managing member | |  | its member | |
| STARBOARD LEADERS FUND LP | |  | STARBOARD PRINCIPAL CO LP | |
| By: Starboard Value A LP, | |  | By: Starboard Principal Co GP LLC, | |
| its general partner | |  | its general partner | |
| STARBOARD LEADERS SELECT II LP | |  | STARBOARD PRINCIPAL CO GP LLC | |
| By: Starboard Leaders Select II GP LLC, | |  |  |  |
| its general partner | |  | STARBOARD VALUE A GP LLC | |
|  |  |  | STARBOARD VALUE R GP LLC | |
|  |  |  | STARBOARD LEADERS SELECT II GP LLC | |
| By: /s/ Jeffrey C. Smith | | |  |  |
|  | Name: | Jeffrey C. Smith |  |  |
|  | Title: | Authorized Signatory | | |

/s/ Jeffrey C. Smith

JEFFREY C. SMITH



Individually and as attorney-in-fact for Mark R. Mitchell

and Peter A. Feld

29

