SEC Form 4

**FORM 4**

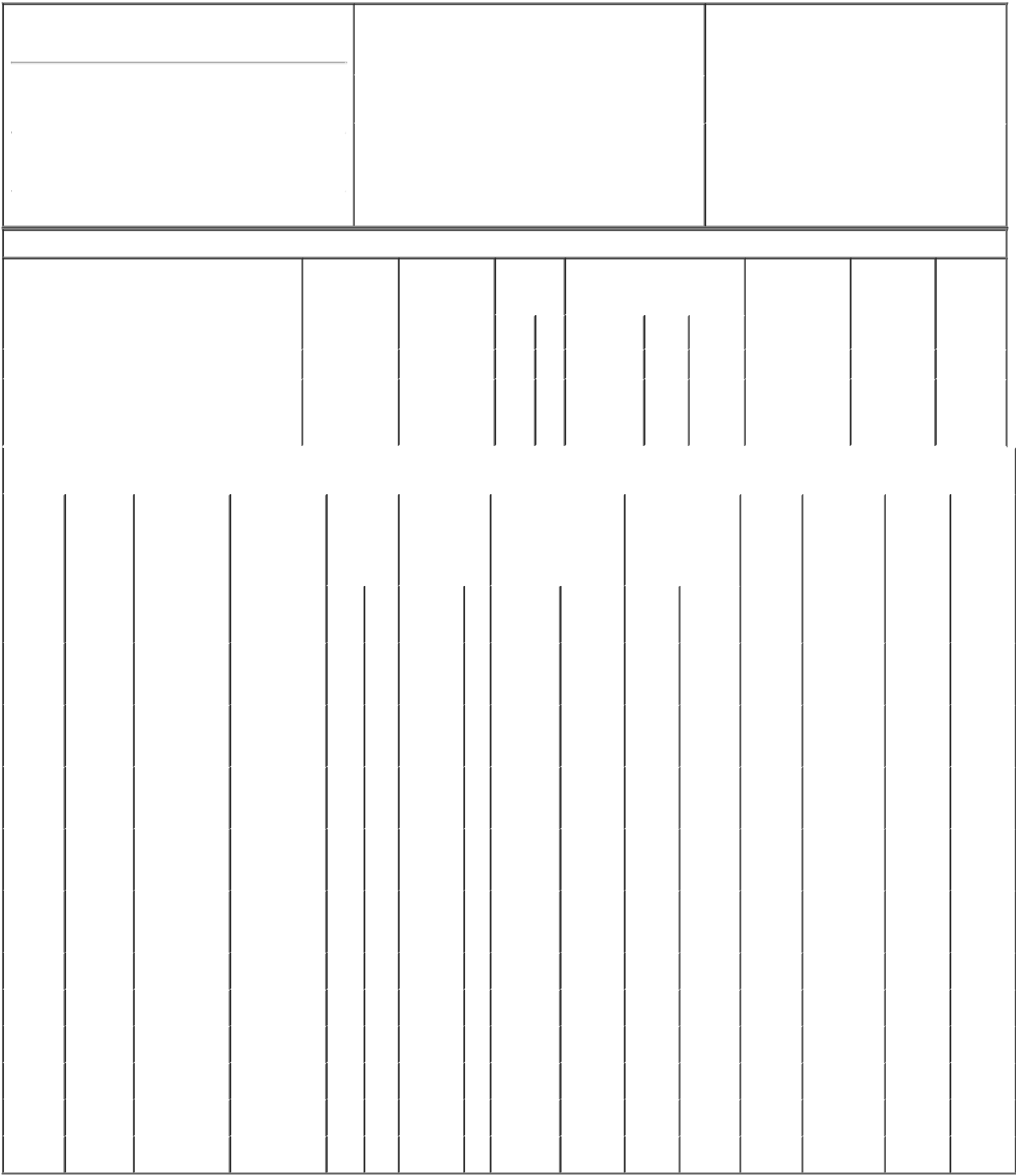
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[Hussain Muhammad Raghib](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001680691)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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 ] |  |  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
|  |  |  |  |
|  |  |  | below) | below) |  |
| 3. Date of Earliest Transaction (Month/Day/Year) | | |  |  |
|  | EVP Chief Strategy Officer | |  |
| 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 | 497,578(1) | | A | (1) |  | 497,578 | |  | D |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Common shares | |  | 07/06/2018 | | |  |  | A | 78,325(2) | | A | (2) |  | 575,903 | |  | I | family | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | trusts(3) | | |  |
|  |  |  |  | **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) or** | |  |  | **Derivative Security** | | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  |  | **Disposed of (D)** | |  |  | **(Instr. 3 and 4)** | | | |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  |  | **(Instr. 3, 4 and** | |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** | | | |  |
|  |  |  |  |  |  |  | **5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  | **Number** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | | **of Shares** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $9.33 | 07/06/2018 |  |  | A | 40,339 |  | 07/06/2018 | 03/22/2020 | Common | | 40,339 |  | (4) | 40,339 | | D |  |  |  |  |
|  | (right to |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $9.38 | 07/06/2018 |  |  | A | 100,848 |  | 07/06/2018 | 02/07/2021 | Common | | 100,848 |  | (4) | 100,848 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $15.58 | 07/06/2018 |  |  | A | 51,981 |  | (5) | 02/16/2022 | Common | | 51,981 |  | (4) | 51,981 | | D |  |  |  |  |
|  | (right to |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $12.12 | 07/06/2018 |  |  | A | 145,952 |  | (6) | 02/11/2023 | Common | | 145,952 |  | (4) | 145,952 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | $16.31 | 07/06/2018 |  |  | A | 116,024 |  | (7) | 02/10/2024 | Common | | 116,024 |  | (4) | 116,024 | | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (8) | 07/06/2018 |  |  | A | 24,909(9) |  | (10) | (10) | Common | | 24,909 |  | (11) | 24,909 | | D |  |  |  |  |
|  | stock units |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (8) | 07/06/2018 |  |  | A | 37,773(12) |  | (10) | (10) | Common | | 37,773 |  | (11) | 37,773 | | D |  |  |  |  |
|  | stock units |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (8) | 07/06/2018 |  |  | A | 25,990(13) |  | (14) | (14) | Common | | 25,990 |  | (11) | 25,990 | | D |  |  |  |  |
|  | stock units |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (8) | 07/06/2018 |  |  | A | 82,211(15) |  | (16) | (16) | Common | | 82,211 |  | (11) | 82,211 | | D |  |  |  |  |
|  | stock units |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (8) | 07/06/2018 |  |  | A | 99,202(17) |  | (18) | (18) | Common | | 99,202 |  | (11) | 99,202 | | D |  |  |  |  |
|  | stock units |  |  |  |  | shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  | |  |  |  |  |  |
|  | Restricted | (8) | 07/06/2018 |  |  | A | 130,151(19) |  | (20) | (20) | Common | | 130,151 |  | (11) | 130,151 | | D |  |  |  |  |
|  | stock units |  |  |  |  |  |  |  |  |  |  | shares |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Received in exchange for 228,698 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 36,000 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. Held in trusts of which the Reporting Person is the trustee, for the benefit of members of his immediate family.
4. Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. stock.
5. Exercisable in equal monthly installments on the 16th of each month beginning 7/16/18 and ending 2/16/2019.

1. Exercisable in equal monthly installments on the 11th of each month beginning 7/11/2018 and ending 2/11/2020.
2. Exercisable in equal monthly installments on the 10th of each month beginning 7/10/2018 and ending 2/10/2021.
3. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
4. Received in exchange for 6,175 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
5. This award vests as to 100% of the shares on January 31, 2019.
6. Received in the Merger in exchange for restricted stock units of Cavium, Inc.
7. Received in exchange for 9,364 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
8. Received in exchange for 6,443 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
9. This award vests as to 100% of the shares on January 31, 2019.
10. Received in exchange for 20,380 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
11. This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
12. Received in exchange for 24,592 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
13. This awards vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
14. Received in exchange for 32,264 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
15. This award vests as of 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| M. Raghib Hussain by Mary | | 07/12/2018 | |  |
| Ahern as 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.**