

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Hussain Muhammad Raghieb</u> (Last) (First) (Middle) <u>C/O 5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA</u> <u>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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Strategy Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <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		497,578 ⁽¹⁾	A	(1)	497,578	D	
Common shares	07/06/2018		A		78,325 ⁽²⁾	A	(2)	575,903	I	By family trusts ⁽³⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option (right to buy)	\$9.33	07/06/2018		A		40,339		07/06/2018	03/22/2020	Common shares	40,339	(4)	40,339	D	
Stock option (right to buy)	\$9.38	07/06/2018		A		100,848		07/06/2018	02/07/2021	Common shares	100,848	(4)	100,848	D	
Stock option (right to buy)	\$15.58	07/06/2018		A		51,981		(5)	02/16/2022	Common shares	51,981	(4)	51,981	D	
Stock option (right to buy)	\$12.12	07/06/2018		A		145,952		(6)	02/11/2023	Common shares	145,952	(4)	145,952	D	
Stock option (right to buy)	\$16.31	07/06/2018		A		116,024		(7)	02/10/2024	Common shares	116,024	(4)	116,024	D	
Restricted stock units	(8)	07/06/2018		A		24,909 ⁽⁹⁾		(10)	(10)	Common shares	24,909	(11)	24,909	D	
Restricted stock units	(8)	07/06/2018		A		37,773 ⁽¹²⁾		(10)	(10)	Common shares	37,773	(11)	37,773	D	
Restricted stock units	(8)	07/06/2018		A		25,990 ⁽¹³⁾		(14)	(14)	Common shares	25,990	(11)	25,990	D	
Restricted stock units	(8)	07/06/2018		A		82,211 ⁽¹⁵⁾		(16)	(16)	Common shares	82,211	(11)	82,211	D	
Restricted stock units	(8)	07/06/2018		A		99,202 ⁽¹⁷⁾		(18)	(18)	Common shares	99,202	(11)	99,202	D	
Restricted stock units	(8)	07/06/2018		A		130,151 ⁽¹⁹⁾		(20)	(20)	Common shares	130,151	(11)	130,151	D	

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.

- 6. Exercisable in equal monthly installments on the 11th of each month beginning 7/11/2018 and ending 2/11/2020.
- 7. Exercisable in equal monthly installments on the 10th of each month beginning 7/10/2018 and ending 2/10/2021.
- 8. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- 9. 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.
- 10. This award vests as to 100% of the shares on January 31, 2019.
- 11. Received in the Merger in exchange for restricted stock units of Cavium, Inc.
- 12. 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.
- 13. 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.
- 14. This award vests as to 100% of the shares on January 31, 2019.
- 15. 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.
- 16. This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
- 17. 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.
- 18. This awards vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
- 19. 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.
- 20. This award vests as of 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

Remarks:

M. Raghiv Hussain by Mary
Ahern as attorney in fact
** Signature of Reporting Person

07/12/2018
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.

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