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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 3, 2011**

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**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction  
of incorporation)

**000-30877**  
(Commission  
File Number)

**77-0481679**  
(I.R.S. Employer  
Identification No.)

**Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda**  
(Address of principal executive offices)

**(441) 296-6395**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 2.02 Results of Operations and Financial Condition.

The information in Item 2.02 of this Current Report, including the accompanying exhibit, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18. The information in Item 2.02 of this Current Report shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filing.

On March 3, 2011, Marvell Technology Group Ltd. (“Marvell”) issued a press release regarding its financial results for its fourth fiscal quarter and fiscal year ended January 29, 2011. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

### Discussion of Non-GAAP Financial Measures

In addition to disclosing financial results calculated in accordance with U.S. generally accepted accounting principles (“GAAP”), Marvell also reports non-GAAP financial measures. Pursuant to the requirements of Regulation G, Marvell has provided reconciliations with the press release of the non-GAAP financial measures to the most directly comparable GAAP financial measures included in the press release. Non-GAAP financial measures exclude the effect of stock-based compensation, amortization and write-offs of acquired intangible assets, restructuring costs and certain other expenses and benefits.

Marvell believes that the presentation of non-GAAP financial measures provides important supplemental information to management and investors regarding financial and business trends relating to its financial condition and results of operations. Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how Marvell analyzes its operating results internally. Management also believes that these non-GAAP financial measures may be used to facilitate comparisons of Marvell’s results with that of other companies in its industry.

Externally, management believes that investors may find Marvell’s non-GAAP financial measures useful in their assessment of Marvell’s operating performance and the valuation of Marvell. Internally, Marvell’s non-GAAP financial measures are used by management in the following areas:

- Management’s determination of the pro forma EPS utilized to measure the achievement of stock-based awards (adjustments may vary from award to award) for certain Marvell executive officers;
- Management’s evaluation of Marvell’s operating performance;
- Management’s establishment of internal operating budgets; and
- Management’s performance comparisons with internal forecasts and targeted business models.

Non-GAAP financial measures are adjusted by the exclusion of the following items:

- *Stock-based compensation.* Stock-based compensation relates primarily to employee stock options and restricted stock units issued. Stock-based compensation expense is a non-cash expense that is difficult to predict as its valuation is affected by changes in market forces, such as the price of Marvell’s common shares, which is not within the control of management. Accordingly, management excludes this item from its internal operating forecasts and models.
- *Amortization and write-off of acquired intangible assets.* Purchased intangible assets relate primarily to existing and core technology, and customer relationships of acquired businesses. Management considers these charges non-cash in nature and unrelated to Marvell’s core operating performance.

- *Restructuring.* Restructuring represents charges that are not directly related to Marvell's ongoing or core business results. Management regularly excludes such items from internal operating forecasts and models because they are not considered a core operating activity for Marvell and because the frequency and variability in the nature of the charges can vary significantly from period to period. Excluding this data provides investors with a basis to compare Marvell's performance against the performance of other companies without this variability.
- *Other.* From time to time, Marvell has other costs/benefits that are not directly related to Marvell's ongoing or core business results. For example, during fiscal 2010, Marvell recorded a \$72 million charge in connection with the settlement of a class action lawsuit related to its historical stock option granting practices. Based on the size and nature of the settlement, management considers these charges to be unrelated to Marvell's core operating performance. Excluding this data provides investors with a basis to compare Marvell's performance against the performance of other companies without this variability.

The calculation of non-GAAP net income per share is adjusted for the following item:

- Non-GAAP net income per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares (diluted). For purposes of calculating non-GAAP net income per share, the GAAP weighted average shares outstanding (diluted) is adjusted to exclude the potential benefits of stock-based compensation costs expected to be incurred in future periods but not yet recognized in the financial statements. The expected compensation costs are treated as proceeds assumed to be used to repurchase shares under the GAAP treasury stock method. Since Marvell's non-GAAP net income does not reflect the effects of these compensation costs, management believes these amounts should not be applied to the repurchase of shares in calculating non-GAAP net income per share.

Non-GAAP financial measures should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of Marvell's business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of Marvell's results as reported under GAAP. Marvell expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items from Marvell's non-GAAP net income should not be construed as an inference that these costs are unusual, infrequent or non-recurring.

#### **Item 8.01 Other Events.**

Marvell also announced today that its Board of Directors has authorized Marvell to repurchase up to an additional \$500 million, for a total of \$1 billion, of its outstanding common shares.

Marvell intends to effect the repurchase program in accordance with the conditions of Rule 10b-18 under the Exchange Act. The repurchase program will be subject to market conditions and other factors and does not obligate Marvell to repurchase any dollar amount or number of its common shares. The program may be extended, modified, suspended or discontinued at any time. The repurchases, which are expected to be funded from Marvell's current cash and short-term investments position of over \$2.9 billion, may occur in open market, privately negotiated or block transactions. As of February 28, 2011, Marvell has purchased approximately \$150 million under the existing repurchase authorization bringing the total available under the repurchase program up to approximately \$850 million.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated March 3, 2011

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 3, 2011

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Clyde R. Hosein

Clyde R. Hosein

*Chief Financial Officer and Secretary*

EXHIBIT INDEX

| Exhibit No. | Description                       |
|-------------|-----------------------------------|
| 99.1        | Press Release dated March 3, 2011 |



For further information, contact:

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**Marvell Technology Reports Fourth Fiscal Quarter and Fiscal Year 2011 Financial Results**

***Revenue: FQ411, \$901 Million; FY2011, \$3.61 Billion***

***GAAP Net Income: FQ411, \$223 Million; FY2011, \$904 Million***

***Free Cash Flow: FQ411, \$213 Million; FY2011, \$1.08 Billion***

***Increases the Authorized Share Repurchase Program from \$500 Million to \$1 Billion***

**Santa Clara, Calif. (March 3, 2011)** — Marvell Technology Group Ltd. (NASDAQ: MRVL), a global leader in integrated silicon solutions, today reported financial results for the fourth fiscal quarter and fiscal year 2011, ended January 29, 2011.

Revenue for the fourth quarter of fiscal 2011 was \$901 million, a 7 percent increase from \$843 million in the fourth quarter of fiscal 2010, ended January 30, 2010, and a 6 percent sequential decrease from \$959 million in the third quarter of fiscal 2011, ended October 30, 2010.

For the fiscal year ended January 29, 2011, revenue was \$3.61 billion, an increase of 29 percent over revenue of \$2.81 billion for the fiscal year ended January 30, 2010.

GAAP net income for the fourth quarter of fiscal 2011 was \$223 million, or \$0.33 per share (diluted), compared with GAAP net income of \$205 million, or \$0.31 per share (diluted) for the fourth quarter of fiscal 2010. GAAP net income in the third quarter of fiscal 2011 was \$256 million, or \$0.38 per share (diluted).

For the year ended January 29, 2011, GAAP net income was \$904 million, or \$1.34 per share (diluted), compared with GAAP net income of \$353 million, or \$0.54 per share (diluted), for the year ended January 30, 2010.

Non-GAAP net income for the fourth quarter of fiscal 2011 increased to \$273 million, or \$0.40 per share (diluted), as compared with non-GAAP net income of \$266 million, or \$0.40 per share (diluted) for the fourth quarter of fiscal 2010. Non-GAAP net income for the third quarter of fiscal 2011 was \$307 million, or \$0.45 per share (diluted).

For the fiscal year ended January 29, 2011, non-GAAP net income was \$1.11 billion, or \$1.64 per share (diluted), as compared with non-GAAP net income of \$648 million, or \$0.99 per share (diluted) for the fiscal year ended January 30, 2010.

“We had a strong fiscal year for 2011 with revenues up 29% from the previous year, and free cash flow of nearly \$1.1 billion or \$1.60 per share. This is amongst the best in our industry and the highest free cash flow generation in the history of Marvell,” said Dr. Sehat Sutardja, Marvell’s Chairman and Chief Executive Officer. “While the results for our fourth quarter continue to be affected by seasonal declines in our mobile and wireless end markets, we are well positioned with competitive products to take advantage of the trends in the coming years.”

Marvell reports net income, basic and diluted net income per share in accordance with U.S. generally accepted accounting principles (GAAP) and on a non-GAAP basis as outlined below. Reconciliations of GAAP net income to non-GAAP net income for the three months ended January 29, 2011, October 30, 2010 and January 30, 2010 and fiscal years ended January 29, 2011 and January 30, 2010, respectively, appear in the financial statements below. Non-GAAP net income, where applicable, excludes the effect of stock-based compensation, amortization and write-offs of acquired intangible assets, restructuring costs, and certain one-time expenses or benefits.

GAAP gross margin for the fourth quarter of fiscal 2011 was 58.7 percent, compared to 59.7 percent for the fourth quarter of fiscal 2010 and 59.3 percent for the third quarter of fiscal 2011. GAAP gross margin for fiscal 2011 was 59.2 percent compared to 56.3 percent for fiscal 2010.

Non-GAAP gross margin for the fourth quarter of fiscal 2011 was 59.4 percent, compared to 60.0 percent for the fourth quarter of fiscal 2010 and 59.5 percent for the third quarter of fiscal 2011. Non-GAAP gross margin for fiscal 2011 was 59.7 percent compared to 56.7 percent for fiscal 2010.

Shares used to compute GAAP net income per diluted share for the fourth quarter of fiscal 2011 were 679 million shares, compared with 669 million shares in the fourth quarter of fiscal 2010 and 675 million shares in the third quarter of fiscal 2011. Shares used to compute non-GAAP net income per diluted share for the fourth quarter of fiscal 2011 were 685 million shares, compared with 672 million shares for the fourth quarter of fiscal 2010 and 677 million shares for the third quarter of fiscal 2011.

Shares used to compute GAAP net income per diluted share for the fiscal year ended January 29, 2011 were 677 million shares as compared with 654 million shares used to compute GAAP net income per diluted share for the fiscal year ended January 30, 2010. Shares used to compute non-GAAP net income per diluted share for the fiscal year ended January 29, 2011 were 681 million shares as compared with 657 million shares for the fiscal year ended January 30, 2010.

Cash flow from operations for the fourth quarter of fiscal 2011 was \$251 million, compared to the \$281 million in the fourth quarter of fiscal 2010 and the \$368 million reported in the third quarter of fiscal 2011. Cash flow from operations for fiscal 2011 was \$1.19 billion as compared to \$812 million for fiscal 2010. Free cash flow for the fourth quarter of fiscal 2011 was \$213 million, down from the \$253 million in the fourth quarter of fiscal 2010 and down from the \$338 million reported in the third quarter of fiscal 2011. Free cash flow for fiscal 2011 was \$1.08 billion as compared to \$756 million in fiscal 2010. Free cash flow as presented above is defined as cash flow from operations, less capital expenditures and purchases of IP licenses.

#### **Share Repurchase Program**

Marvell also announced today that its Board of Directors has authorized the Company to repurchase up to an additional \$500 million, for a total of \$1 billion, of its outstanding common shares.

Marvell intends to effect the repurchase program in accordance with the conditions of Rule 10b-18 under the Securities Exchange Act of 1934, as amended. The repurchase program will be subject to market conditions and other factors and does not obligate Marvell to repurchase any dollar amount or number of its common shares. The program may be extended, modified, suspended or discontinued at any time. The repurchases, which are expected to be funded from Marvell's current cash and short-term investments position of over \$2.9 billion, may occur in open market, privately negotiated or block transactions. As of February 28, 2011, Marvell has purchased approximately \$150 million under the existing repurchase authorization bringing the total available under the repurchase program up to approximately \$850 million.



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## Conference Call

Marvell will be conducting a conference call on March 3, 2011 at 1:45 p.m. Pacific Time to discuss results for the fourth fiscal quarter and fiscal year 2011. Interested parties may join the conference call by dialing **1-866-314-5050, pass-code 63344300**. The call will be webcast by Thomson Reuters and can be accessed at the Marvell Investor Relations website at <http://investor.marvell.com/> with a replay available following the call until April 3, 2011.

## Discussion of Non-GAAP Financial Measures

Non-GAAP financial measures exclude stock-based compensation expense as well as charges related to acquisitions, restructuring and other charges that are driven primarily by discrete events that management does not consider to be directly related to Marvell's core operating performance. Non-GAAP earnings per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares outstanding (diluted). For purposes of calculating non-GAAP earnings per share, the GAAP weighted average shares outstanding (diluted) is adjusted to exclude the potential benefits of compensation costs expected to be incurred in future periods, but not yet recognized in the financial statements. The expected compensation costs are treated as proceeds assumed to be used to repurchase shares under the GAAP treasury stock method and also include the dilutive/antidilutive effects of common stock options and restricted stock.

Marvell believes that the presentation of non-GAAP financial measures provide important supplemental information to management and investors regarding financial and business trends relating to Marvell's financial condition and results of operations. While Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance. For further information regarding why Marvell believes that these non-GAAP measures provide useful information to investors, the specific manner in which management uses these measures, and some of the limitations associated with the use of these measures, please refer to Marvell's Current Report on Form 8-K filed today with the SEC. The Form 8-K is available on the SEC's website at [www.sec.gov](http://www.sec.gov) as well as on the Marvell website in the Investor Relations section at [www.marvell.com](http://www.marvell.com).

## About Marvell

Marvell Technology Group Ltd. (NASDAQ: MRVL) is a global leader in the development of storage, communications and consumer silicon solutions. Marvell's diverse product portfolio includes switching, transceiver, communications controller, wireless, and storage solutions that power the entire communications infrastructure, including enterprise, metro, home, and storage networking. As used in this release, the term the "Company" and "Marvell" refer to Marvell Technology Group Ltd. and its subsidiaries. For more information please visit [www.marvell.com](http://www.marvell.com).

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## Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding our ability to deliver competitive products; the Company's ability to fund common share purchases out of the Company's current cash position; the types of transactions pursuant to which repurchases will be made under the share repurchase program; and statements concerning the Company's use of non-GAAP net income and net income per share as important supplemental information. These statements are not guarantees of results and should not be considered as an indication of future performance. Actual events or results may differ materially from those described in this document due to a number of risks and uncertainties, including, among others, the Company's reliance on major customers and suppliers; market acceptance of new products; uncertainty in the worldwide economic environment; competition in the hard disk drive industry and in mobile and wireless end markets; and other risks detailed in Marvell's SEC filings. For other factors that could cause Marvell's results to vary from expectations, please see the risk factors identified in Marvell's latest Quarterly Report on Form 10-Q for the quarter ended October 30, 2010 and Current Reports on Form 8-K, as filed with the SEC and other factors detailed from time to time in Marvell's filings with the SEC. Marvell undertakes no obligation to revise or update publicly any forward-looking statements. When Marvell files its Form 10-K for fiscal year 2011, the financial statements may differ from the results disclosed in this press release because judgments and estimates that management used in preparing the financial results reported in this press release may need to be updated to the date of the filing. The Company's results also remain subject to review by the Company's independent registered public accounting firm.

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**  
**(In thousands, except per share amounts)**

|   | Three Months Ended  |                     |                     | Year Ended          |                     |
|---|---------------------|---------------------|---------------------|---------------------|---------------------|
|   | January 29,<br>2011 | October 30,<br>2010 | January 30,<br>2010 | January 29,<br>2011 | January 30,<br>2010 |
| Net revenue   | \$ 900,513          | \$959,327           | \$ 842,535          | \$3,611,893         | \$2,807,687         |
| Cost of goods sold                                      | 371,799             | 390,808             | 339,790             | 1,473,274           | 1,227,096           |
| Gross profit  | 528,714             | 568,519             | 502,745             | 2,138,619           | 1,580,591           |
| Operating expenses:                                     |                     |                     |                     |                     |                     |
| Research and development                                | 231,836             | 218,420             | 213,024             | 897,578             | 828,176             |
| Selling and marketing                                   | 40,444              | 39,751              | 37,144              | 155,481             | 139,404             |
| General and administrative                              | 26,706              | 29,576              | 22,506              | 104,830             | 171,362             |
| Amortization and writeoff of acquired intangible assets | 14,005              | 21,770              | 24,282              | 79,538              | 107,534             |
| Total operating expenses                                | 312,991             | 309,517             | 296,956             | 1,237,427           | 1,246,476           |
| Operating income  | 215,723             | 259,002             | 205,789             | 901,192             | 334,115             |
| Interest and other income (expense), net                | 10,475              | (1,665)             | 10,249              | 9,270               | 8,995               |
| Income before income taxes                              | 226,198             | 257,337             | 216,038             | 910,462             | 343,110             |
| Provision (benefit) for income taxes                    | 3,345               | 1,605               | 11,217              | 6,333               | (10,346)            |
| Net income  | <u>\$ 222,853</u>   | <u>\$255,732</u>    | <u>\$ 204,821</u>   | <u>\$ 904,129</u>   | <u>\$ 353,456</u>   |
| Basic net income per share                              | <u>\$ 0.34</u>      | <u>\$ 0.39</u>      | <u>\$ 0.32</u>      | <u>\$ 1.39</u>      | <u>\$ 0.57</u>      |
| Diluted net income per share                            | <u>\$ 0.33</u>      | <u>\$ 0.38</u>      | <u>\$ 0.31</u>      | <u>\$ 1.34</u>      | <u>\$ 0.54</u>      |
| Shares used in computing basic earnings per share       | 654,650             | 649,782             | 631,118             | 648,347             | 623,934             |
| Shares used in computing diluted earnings per share     | 679,445             | 674,789             | 668,623             | 676,878             | 653,741             |

**Marvell Technology Group Ltd.**  
**Reconciliation of GAAP Net Income to Non-GAAP Net Income**  
**(Unaudited)**  
**(In thousands, except per share amounts)**

|   | Three Months Ended  |                     |                     | Year Ended          |                     |
|---|---------------------|---------------------|---------------------|---------------------|---------------------|
|   | January 29,<br>2011 | October 30,<br>2010 | January 30,<br>2010 | January 29,<br>2011 | January 30,<br>2010 |
| GAAP net income   | \$ 222,853          | \$ 255,732          | \$ 204,821          | \$ 904,129          | \$ 353,456          |
| Stock-based compensation                                | 31,279              | 29,541              | 30,559              | 118,405             | 126,599             |
| Amortization and writeoff of acquired intangible assets | 14,005              | 21,770              | 24,282              | 79,538              | 107,534             |
| Restructuring (a)                                       | 679                 | 259                 | 6,452               | 3,183               | 21,663              |
| Legal/Tax related matters (b)                           | 4,062               | —                   | —                   | 8,435               | 38,229              |
| Other   | —                   | —                   | —                   | —                   | 990                 |
| Non-GAAP net income                                     | <u>\$ 272,878</u>   | <u>\$ 307,302</u>   | <u>\$ 266,114</u>   | <u>\$ 1,113,690</u> | <u>\$ 648,471</u>   |
| GAAP weighted average shares - diluted                  | 679,445             | 674,789             | 668,623             | 676,878             | 653,741             |
| Non-GAAP adjustment                                     | 5,760               | 2,710               | 3,598               | 3,728               | 3,126               |
| Non-GAAP weighted average shares diluted (c)            | <u>685,205</u>      | <u>677,499</u>      | <u>672,221</u>      | <u>680,606</u>      | <u>656,867</u>      |
| GAAP diluted net income per share                       | \$ 0.33             | \$ 0.38             | \$ 0.31             | \$ 1.34             | \$ 0.54             |
| Non-GAAP diluted net income per share                   | \$ 0.40             | \$ 0.45             | \$ 0.40             | \$ 1.64             | \$ 0.99             |
| GAAP gross profit:                                      | \$ 528,714          | \$ 568,519          | \$ 502,745          | \$ 2,138,619        | \$ 1,580,591        |
| Stock-based compensation                                | 1,776               | 1,818               | 2,375               | 7,522               | 10,690              |
| Other   | 4,062               | —                   | —                   | 8,435               | 990                 |
| Non-GAAP gross profit                                   | <u>\$ 534,552</u>   | <u>\$ 570,337</u>   | <u>\$ 505,120</u>   | <u>\$ 2,154,576</u> | <u>\$ 1,592,271</u> |
| GAAP gross profit as a % of revenue                     | 58.7%               | 59.3%               | 59.7%               | 59.2%               | 56.3%               |
| Stock-based compensation                                | 0.2%                | 0.2%                | 0.3%                | 0.2%                | 0.4%                |
| Other   | 0.5%                | —                   | —                   | 0.3%                | 0.0%                |
| Non-GAAP gross profit                                   | <u>59.4%</u>        | <u>59.5%</u>        | <u>60.0%</u>        | <u>59.7%</u>        | <u>56.7%</u>        |
| GAAP research and development:                          | \$ 231,836          | \$ 218,420          | \$ 213,024          | \$ 897,578          | \$ 828,176          |
| Stock-based compensation                                | (21,789)            | (19,795)            | (21,702)            | (82,524)            | (89,766)            |
| Restructuring   | (280)               | (187)               | (4,342)             | (1,966)             | (15,046)            |
| Legal/Tax settlement                                    | —                   | —                   | —                   | —                   | 1,820               |
| Non-GAAP research and development                       | <u>\$ 209,767</u>   | <u>\$ 198,438</u>   | <u>\$ 186,980</u>   | <u>\$ 813,088</u>   | <u>\$ 725,184</u>   |
| GAAP selling and marketing:                             | \$ 40,444           | \$ 39,751           | \$ 37,144           | \$ 155,481          | \$ 139,404          |
| Stock-based compensation                                | (2,991)             | (3,208)             | (3,841)             | (11,769)            | (15,298)            |
| Restructuring   | —                   | —                   | 1                   | —                   | (1,838)             |
| Legal/Tax settlement                                    | —                   | —                   | —                   | —                   | 659                 |
| Non-GAAP selling and marketing                          | <u>\$ 37,453</u>    | <u>\$ 36,543</u>    | <u>\$ 33,304</u>    | <u>\$ 143,712</u>   | <u>\$ 122,927</u>   |
| GAAP general and administrative:                        | \$ 26,706           | \$ 29,576           | \$ 22,506           | \$ 104,830          | \$ 171,362          |
| Stock-based compensation                                | (4,723)             | (4,720)             | (2,641)             | (16,590)            | (10,845)            |
| Restructuring   | (399)               | (72)                | (2,111)             | (1,217)             | (4,779)             |
| Legal/Tax settlement                                    | —                   | —                   | —                   | —                   | (71,842)            |
| Non-GAAP general and administrative                     | <u>\$ 21,584</u>    | <u>\$ 24,784</u>    | <u>\$ 17,754</u>    | <u>\$ 87,023</u>    | <u>\$ 83,896</u>    |

- (a) Amounts represent restructuring-related charges, including severance costs from reductions in force and asset impairment, as well as a charge related to facilities impairment.
- (b) The three months ended January 29, 2011 includes the portion of a litigation settlement related to the previous periods. The year ended January 29, 2011 include an amount representing the portion of IP litigation settlements related to previous fiscal years from 2003 through 2010. The year ended January 30, 2010 includes a \$72.0 million charge in connection with the settlement of a class action litigation. This is offset by a \$27.3 million benefit in fiscal 2010 resulting from the expiration of the statute of limitations related to a tax contingency reserve, in addition to a \$5.3 million income tax benefit related to the adjustment of a prior year deferred tax asset.
- (c) For purposes of calculating non-GAAP diluted net income per share, the GAAP diluted weighted average shares outstanding is adjusted to exclude the benefits of stock compensation costs attributable to future services and not yet recognized in the financial statements.

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**  
**(In thousands)**

|  | January 29,<br>2011 | January 30,<br>2010 |
|--|---------------------|---------------------|
| <b>Assets</b>                                      |                     |                     |
| Current assets:                                    |                     |                     |
| Cash, cash equivalents, and short-term investments | \$2,930,030         | \$1,796,717         |
| Accounts receivable, net                           | 459,406             | 356,796             |
| Inventories  | 245,448             | 241,541             |
| Prepaid expenses and other current assets          | 77,763              | 70,491              |
| Total current assets                               | 3,712,647           | 2,465,545           |
| Property and equipment, net                        | 358,440             | 342,497             |
| Long-term investments                              | 26,226              | 34,281              |
| Goodwill and acquired intangible assets, net       | 2,129,464           | 2,176,763           |
| Other non-current assets                           | 111,380             | 151,854             |
| Total assets                                       | <u>\$6,338,157</u>  | <u>\$5,170,940</u>  |
| <b>Liabilities and Shareholders' Equity</b>        |                     |                     |
| Current liabilities:                               |                     |                     |
| Accounts payable                                   | \$ 332,007          | \$ 283,362          |
| Accrued liabilities                                | 232,007             | 207,189             |
| Deferred income                                    | 76,161              | 59,396              |
| Current portion of capital lease obligations       | 511                 | 1,940               |
| Total current liabilities                          | 640,686             | 551,887             |
| Capital lease obligations, net of current portion  | —                   | 511                 |
| Other long-term liabilities                        | 175,602             | 200,563             |
| Total liabilities                                  | <u>816,288</u>      | <u>752,961</u>      |
| Shareholders' equity:                              |                     |                     |
| Common stock                                       | 1,317               | 1,277               |
| Additional paid-in capital                         | 4,805,588           | 4,607,844           |
| Accumulated other comprehensive income (loss)      | 1,092               | (885)               |
| Retained earnings (accumulated deficit)            | 713,872             | (190,257)           |
| Total shareholders' equity                         | 5,521,869           | 4,417,979           |
| Total liabilities and shareholders' equity         | <u>\$6,338,157</u>  | <u>\$5,170,940</u>  |

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**(in thousands)**

|   | <b>Three Months Ended</b>   |                             | <b>Year Ended</b>           |                             |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|   | <b>January 29,<br/>2011</b> | <b>January 30,<br/>2010</b> | <b>January 29,<br/>2011</b> | <b>January 30,<br/>2010</b> |
| Cash flows from operating activities:   |                             |                             |                             |                             |
| Net income  | \$ 222,853                  | \$ 204,821                  | \$ 904,129                  | \$ 353,456                  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                             |                             |                             |                             |
| Depreciation and amortization   | 24,199                      | 24,238                      | 93,190                      | 99,214                      |
| Stock-based compensation  | 31,279                      | 30,559                      | 118,405                     | 126,599                     |
| Amortization and writeoff of acquired intangible assets                           | 14,005                      | 24,282                      | 79,538                      | 107,534                     |
| Facilities impairment   | —                           | 3,986                       | 1,140                       | 3,986                       |
| (Gain) loss on investments  | 3,940                       | 1,667                       | 13,508                      | 1,667                       |
| Fair market value adjustment to acquired inventory sold                           | —                           | (1,626)                     | (2,391)                     | (15,509)                    |
| Excess tax benefits from stock-based compensation                                 | (230)                       | (472)                       | (899)                       | (677)                       |
| Deferred income taxes   | 10,599                      | 7,225                       | 4,113                       | 13,356                      |
| Gain on sale of equity investment   | (5,927)                     | (4,938)                     | (5,927)                     | (4,938)                     |
| Changes in assets and liabilities:  |                             |                             |                             |                             |
| Restricted cash   | —                           | —                           | —                           | 24,500                      |
| Accounts receivable   | 8,569                       | 37,523                      | (102,610)                   | (134,695)                   |
| Inventories   | (17,120)                    | (889)                       | (1,264)                     | 82,659                      |
| Prepaid expenses and other assets   | 53,954                      | (11,885)                    | 50,236                      | (4,326)                     |
| Accounts payable  | (21,471)                    | (30,060)                    | 42,464                      | 142,002                     |
| Accrued liabilities and other   | (56,007)                    | 10,420                      | (38,059)                    | (32,268)                    |
| Accrued employee compensation   | (5,755)                     | (1,857)                     | 21,210                      | 33,292                      |
| Deferred income   | (12,055)                    | (11,877)                    | 16,765                      | 15,661                      |
| Net cash provided by operating activities   | 250,833                     | 281,117                     | 1,193,548                   | 811,513                     |
| Cash flows from investing activities:   |                             |                             |                             |                             |
| Purchases of investments  | (240,817)                   | (379,981)                   | (1,264,517)                 | (806,979)                   |
| Sales and maturities of investments   | 190,021                     | 108,044                     | 868,759                     | 118,362                     |
| Cash paid for acquisitions, net   | (8,767)                     | —                           | (29,446)                    | —                           |
| Proceeds from sales of equity investments   | 9,192                       | —                           | 9,192                       | —                           |
| Purchases of technology licenses  | (10,495)                    | (3,048)                     | (23,144)                    | (15,598)                    |
| Purchases of property and equipment   | (26,906)                    | (25,006)                    | (90,173)                    | (39,814)                    |
| Net cash used in investing activities   | (87,772)                    | (299,991)                   | (529,329)                   | (744,029)                   |
| Cash flows from financing activities:   |                             |                             |                             |                             |
| Repurchase of common stock  | (26,892)                    | —                           | (87,486)                    | —                           |
| Proceeds from employee stock plans  | 68,281                      | 76,896                      | 165,954                     | 111,645                     |
| Principal payments on capital lease obligations                                   | (500)                       | (461)                       | (1,940)                     | (1,787)                     |
| Excess tax benefits from stock-based compensation                                 | 230                         | 472                         | 899                         | 677                         |
| Net cash (used in) provided by financing activities                               | 41,119                      | 76,907                      | 77,427                      | 110,535                     |
| Net increase (decrease) in cash and cash equivalents                              | 204,180                     | 58,033                      | 741,646                     | 178,019                     |
| Cash and cash equivalents at beginning of period                                  | 1,642,894                   | 1,047,395                   | 1,105,428                   | 927,409                     |
| Cash and cash equivalents at end of period  | <u>\$1,847,074</u>          | <u>\$1,105,428</u>          | <u>\$ 1,847,074</u>         | <u>\$1,105,428</u>          |