

=====

As filed with the Securities and Exchange Commission on June 26, 2000
Registration No. 333-_____

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MARVELL TECHNOLOGY GROUP LTD.
(Exact name of Registrant as Specified in Its Charter)

BERMUDA
(State or Other Jurisdiction of
Incorporation or Organization)

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

RICHMOND HOUSE,
3RD FLOOR
12 PAR LA VILLE ROAD
HAMILTON, HM DX
BERMUDA
(441) 296-6395
(Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

MARVELL TECHNOLOGY GROUP LTD.
AMENDED AND RESTATED
1995 STOCK OPTION PLAN
(Full Title of Plan)

THOR BUELL
GENERAL COUNSEL
MARVELL SEMICONDUCTOR, INC.
645 ALMANOR AVENUE
SUNNYVALE, CALIFORNIA 94086
(408) 222-2500

(Name, Address, including Zip Code, and Telephone Number, including Area Code,
of Agent for Service)

CALCULATION OF REGISTRATION FEE

=====

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(3)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.002	29,500,000	\$14.00	\$255,534,541	\$67,462

=====

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457. The proposed maximum offering price per share is the maximum offering price set forth in Amendment No. 7 to the Company's Registration Statement on Form S-1 (Registration No. 333-33086) filed on June 23, 2000.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457. The proposed maximum aggregate offering price is based upon (a) with respect to 11,492,809 shares of Common Stock issuable upon exercise of options previously issued under the Plan, the weighted average price of \$1.27, (b) with respect to 2,790,500 shares of Common Stock issuable upon exercise of options previously issued under the Plan, the weighted average price of \$10.00, and (c) with respect to 15,216,691 shares of Common Stock issuable upon the exercise of options that are granted or may be granted in the future under the Plan, the proposed maximum per share offering price.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Marvell Technology Group Ltd., a Bermuda corporation (the "Company"), and relates to 29,500,000 shares of common stock, par value \$0.002 per share ("Common Stock") of the Company issuable pursuant to the Company's Amended and Restated 1995 Stock Option Plan (the "Plan").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which previously have been filed by the Company with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference and made a part hereof:

- a) The Company's Registration Statement on Form S-1 (Registration No. 333-33086) filed on March 23, 2000, and all amendments thereto;
- b) The Company's Registration Statement on Form 8-A filed on June 22, 2000; and
- c) Information concerning employee benefits under the Plan, which will be included in the future, either in the Registrant's proxy statements, annual reports or appendices to this Registration Statement.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment hereto that indicates that all securities offered hereunder have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Set forth below is a description of certain provisions of the Companies Act of 1981 of Bermuda (the "Companies Act"), the Company's Memorandum of Association, as presently in effect, (the "Memorandum of Association"), the Company's Bye-laws (the "Bye-laws") and the Plan, as such provisions relate to the indemnification of the directors and officers of the Company. This description is intended only as a summary and is qualified in its entirety by reference to the applicable provisions of the Companies Act, the Company's Memorandum of Association, the Company's Bye-laws and the Plan, which are incorporated herein by reference.

The Companies Act permits the Company to indemnify its directors or officers in their capacity as such in respect of any loss arising or liability attaching to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which a director or officer may be guilty in relation to the Company other than in respect of his own fraud or dishonesty.

The Bye-laws provide that every director, officer, committee member and any resident representative of the Company be indemnified against any liabilities, loss, damage or expense incurred or suffered in such capacity, subject to limitations imposed in the Companies Act. The Bye-laws further provide that to the extent that any director, officer, committee member or resident representative of the Company is successful in defending any proceedings, whether civil or criminal, the Company will indemnify the individual for all liabilities incurred in such capacity.

Bye-law 31 stipulates that each shareholder and the Company agree to waive any claim or right of action against any director, officer or committee member, in respect of any failure to act or any action taken by such director, officer or committee member in the performance of his duties with or for the Company. The waiver does not extend to claims arising under United States federal securities laws or any claims, rights of action arising from the fraud of the director, officer, committee member or to recover any gain, personal profit or advantage to which such individual is not legally entitled.

There has not been in the past and there is not presently pending any litigation or proceeding involving a director, officer, employee or agent of the Company which could give rise to an indemnification obligation on the part of the Company. In addition, except as described herein, the Board of Directors is not aware of any threatened litigation or proceeding which may result in a claim for indemnification.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit No. -----	Description -----
4.1	Company's Memorandum of Association (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on March 23, 2000).
4.2	Company's Bye-laws (incorporated by reference to Exhibit 3.2 to the Company's amended Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on June 8, 2000).
4.3	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's amended Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on May 5, 2000).
5.1	Opinion of Conyers Dill & Pearman regarding the legality of the Common Stock covered by this Registration Statement.
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.
23.2	Consent of Conyers Dill & Pearman (contained in Exhibit 5.1 hereto).
24	Power of Attorney (contained on signature page hereto).

ITEM 9. UNDERTAKINGS.

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by a final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on June 24, 2000.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Sehat Sutardja

Sehat Sutardja
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints SEHAT SUTARDJA and GEORGE HERVEY his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

NAME AND SIGNATURE -----	TITLE -----	DATE ----
/s/ Sehat Sutardja ----- Sehat Sutardja	Co-Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	June 24, 2000
/s/ George Hervey ----- George Hervey	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2000
/s/ Weili Dai ----- Weili Dai	Executive Vice President, Assistant Secretary and Director	June 24, 2000
/s/ Pantas Sutardja ----- Pantas Sutardja	Vice President and Director	June 23, 2000
/s/ Diosdado P. Banatao ----- Diosdado P. Banatao	Co-Chairman of the Board	June 24, 2000

/s/ Herbert Chang ----- Herbert Chang	Director	June 24, 2000
/s/ John M. Cioffi ----- John M. Cioffi	Director	June 23, 2000
/s/ Paul R. Gray ----- Paul R. Gray	Director	June 23, 2000
/s/ Ron Verdoorn ----- Ron Verdoorn	Director	June 23, 2000

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.1	Company's Memorandum of Association (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on March 23, 2000).
4.2	Company's Bye-laws (incorporated by reference to Exhibit 3.2 to the Company's amended Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on June 8, 2000).
4.3	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's amended Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on May 5, 2000).
5.1	Opinion of Conyers Dill & Pearman regarding the legality of the Common Stock covered by this Registration Statement.
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.
23.2	Consent of Conyers Dill & Pearman (contained in Exhibit 5.1 hereto).
24	Power of Attorney (contained on signature page hereto).

OPINION OF CONYERS DILL & PEARMAN

[CONYERS DILL & PEARMAN LETTERHEAD]

June 26, 2000

Marvell Technology Group Ltd.
Richmond House, 3rd Floor
12 Par la Ville Road
Hamilton, HM DX
Bermuda

Re: Registration Statement on Form S-8 for 29,500,000 Shares
of Common Stock

Dear Ladies and Gentlemen

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Marvell Technology Group Ltd., a Bermuda corporation (the "Company"), with the U.S. Securities and Exchange Commission in connection with the registration under the U.S. Securities Act of 1933, as amended (the "Securities Act") of 29,500,000 shares of the Company's common stock, \$0.002 par value per share (the "Common Stock"), reserved for issuance under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan (the "Plan").

For purposes of rendering this opinion, we have made such legal and factual examinations as we have deemed necessary under the circumstances and, as part of such examination, we have examined, among other things, originals and copies, certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate. For the purposes of such examination, we have assumed the genuineness of all signatures on original documents and the conformity to original documents of all copies submitted to us.

On the basis of and in reliance upon the foregoing, we are of the opinion that assuming the Registration Statement shall have become effective pursuant to the provisions of the Securities Act, the shares of Common Stock being offered under the Plan, when issued in accordance with the provisions of the Plan will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Yours faithfully,

/s/ Conyers Dill & Pearman

CONYERS DILL & PEARMAN

CONSENT OF PRICEWATERHOUSECOOPERS LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 and related prospectus pertaining to the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan of our report dated March 3, 2000, except for note 11, which is as of June 17, 2000, with respect to the consolidated financial statements of Marvell Technology Group Ltd., included in its Registration Statement on Form S-1 for the year ended January 31, 2000, filed with the Securities and Exchange Commission on March 23, 2000.

/s/ PricewaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP

Santa Clara, California
June 26, 2000