

As filed with the Securities and Exchange Commission on February 21, 2001

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)

MATTHEW GLOSS
CORPORATE COUNSEL
MARVELL SEMICONDUCTOR, INC.
645 ALMANOR AVENUE
SUNNYVALE, CALIFORNIA 94085
(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 (2)	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.002 par value	8,768,553 (3)	\$25.46875	\$223,324,084	\$55,831.02

- (1) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the stock option plan listed above.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of the Registrant's common stock, as reported on the Nasdaq National Market on February 20, 2001.
- (3) 38,268,553 shares are issuable under the Plan. In addition to the 8,768,553 shares registered hereby, 29,500,000 shares of the Company's Common Stock

issuable under the Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-40154) as filed with the Securities and Exchange Commission on June 26, 2000.

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INTRODUCTION

This Registration Statement on Form S-8 is filed by Marvell Technology Group Ltd., a Bermuda corporation (the "Company"), to register an additional 8,768,553 shares of the Company's common stock, par value \$0.002 per share ("Common Stock"), issuable to holders of options issued under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan (the "Plan"), and consists of only those items required by General Instruction E to Form S-8.

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

In accordance with General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-40154) previously filed by the Company with the Securities and Exchange Commission on June 26, 2000, is incorporated herein by reference and made a part hereof.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Bermuda law permits a company to indemnify its directors and officers, except for any act of fraud or dishonesty. Marvell has provided in its Bye-laws that the directors and officers and the liquidators and trustees, if any, of Marvell will be indemnified and secured harmless to the full extent permitted by law out of the assets of Marvell from and against all actions, costs, charges, losses, damages and expenses incurred by reason of any act done, concurred in or omitted in or about the execution of their duties or supposed duties, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to Marvell shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to Marvell shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, other than in the case of any fraud or dishonesty. In addition, Marvell has provided in its Bye-laws that each shareholder of Marvell agrees to waive any claim or right of action, individually or in the right of Marvell, against any director or officer of Marvell on account of any action taken by such director or officer, or the failure of such director or officer to take any action, in the performance of his duties with or for Marvell, other than with respect to any matter involving any fraud or dishonesty on behalf of such director or officer. Marvell's Bye-laws provide that the waiver is not applicable to claims arising under United States federal securities laws.

Bermuda law also permits Marvell to purchase insurance for the benefit of its directors and officers against any liability incurred by them for the failure to exercise the requisite care, diligence and skill in the exercise of their powers and the discharge of their duties, or indemnifying them in respect of any loss arising or liability incurred by them by reason of negligence, default, breach of duty or breach of trust. Marvell has indemnification insurance for its officers and directors.

ITEM 8. EXHIBITS.

Exhibit No. -----	Description -----
5.1	Opinion of Conyers Dill & Pearman.
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.
23.2	Consent of Conyers Dill & Pearman (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature page hereto).

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 February 20, 2001.

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)	February 20, 2001
/s/ George Hervey ----- George Hervey	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	February 20, 2001
/s/ Weili Dai ----- Weili Dai	Executive Vice President, Secretary and Director	February 20, 2001
/s/ Pantas Sutardja ----- Pantas Sutardja	Vice President and Director	February 20, 2001
----- Diosdado P. Banatao	Co-Chairman of the Board	February __, 2001

NAME AND SIGNATURE -----	TITLE -----	DATE -----
- ----- Herbert Chang	Director	February __, 2001
/s/ John M. Cioffi ----- John M. Cioffi	Director	February 20, 2001
/s/ Paul R. Gray ----- Paul R. Gray	Director	February 20, 2001
/s/ Ron Verdoom ----- Ron Verdoorn	Director	February 20, 2001
- ----- Avigdor Willenz	Director	February __, 2001
- ----- Manuel Alba	Director	February __, 2001

EXHIBIT INDEX

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[CONYERS, DILL & PEARMAN LETTERHEAD]

OPINION OF CONYERS, DILL & PEARMAN

February 20, 2001

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

Dear Sirs:

MARVELL TECHNOLOGY GROUP LTD. - REGISTRATION STATEMENT ON FORM S-8 FOR 8,768,553
SHARES OF COMMON STOCK ISSUED UNDER AMENDED AND RESTATED 1995 STOCK OPTION PLAN

We have acted as special legal counsel in Bermuda to Marvell Technology Group Ltd., a Bermuda company (the "Company"). We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by 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 8,768,553 shares of the Company's common stock at \$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 and paid for in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable (meaning that no further sums are required to be paid by the holders thereof in connection with the issue thereof).

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction, other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda.

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

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CONYERS DILL & PEARMAN

CONSENT OF PRICEWATERHOUSECOOPERS LLP, INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this 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/ PRICEWATERHOUSE COOPERS LLP

San Jose, California
February 20, 2001