

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.)

**Canon's Court
22 Queen Street
Hamilton HM12
Bermuda
(441) 296-3695**

(Address of principal executive officers and telephone numbers)

**Options Assumed by Marvell Technology Group Ltd. Originally Granted Under
the Asica, Inc. 2001 Stock Option Plan**
(Full title of the plans)

**Matthew Gloss
Vice President of Business Affairs and General Counsel
Marvell Semiconductor, Inc.
700 First Avenue
Sunnyvale, California 94089
(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 per share: to be issued under stock option grants to certain employees (2)	26,021	\$6.85	\$178,243.85	\$14.42

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933 this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the option agreements.
- (2) Estimated solely for the purposes of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933. The Offering Price is based upon the exercise price for options previously granted by Asica, Inc.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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Marvell Technology Group Ltd. (the “Registrant”) acquired all of the issued and outstanding capital stock of Asica, Inc. (“Asica”) pursuant to an Agreement and Plan of Merger, among the Registrant and Asica. The shares to be registered hereunder are issuable pursuant to options assumed by the Registrant that were originally granted under the Asica, Inc. 2001 Stock Option Plan.

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 to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933 and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by Registrant (File No. 0-30877) with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended February 1, 2003;
- (2) The Registrant’s Quarterly Report on Form 10-Q filed under the Exchange Act for the fiscal quarter ended May 3, 2003;
- (3) The Registrant’s Quarterly Report on Form 10-Q filed under the Exchange Act for the fiscal quarter ended August 2, 2003;
- (4) The Registrant’s Current Report on Form 8-K filed under the Exchange Act on February 6, 2003;
- (5) The Registrant’s Current Report on Form 8-K filed under the Exchange Act on June 27, 2003;
- (6) The Registrant’s Current Report on Form 8-K filed under the Exchange Act on August 28, 2003; and
- (7) The description of Registrant’s Common Stock contained in Registrant’s registration statement on Form 8-A, filed June 22, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934 including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

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 Registrant’s Memorandum of Association, as presently in effect (the “Memorandum of Association”), and the Registrant’s Bye-laws (the “Bye-laws”), as such provisions relate to the indemnification of the directors and officers of the Registrant. 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 Registrant’s Memorandum of Association and the Registrant’s Bye-laws, which are incorporated herein by reference.

The Companies Act permits the Registrant 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 Registrant 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 Registrant 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 Registrant is successful in defending any proceedings, whether civil or criminal, the Registrant will indemnify the individual for all liabilities incurred in such capacity.

Bye-law 31 stipulates that each shareholder and the Registrant 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 Registrant. 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.

Item 7. Exemptions from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 5.1 Opinion of Appleby Spurling & Kempe.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2 Consent of Appleby Spurling & Kempe (included in Exhibit 5.1 hereto).

Item 9. Undertakings.

(a) The undersigned Registrant 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 of 1933;

(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 informa

tion set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(a) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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 of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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 Registrant 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 whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 the 12th day of December, 2003.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Sehat Sutardja

Dr. Sehat Sutardja
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative of the Registrant in the United States, has signed this Registration Statement in the City of Sunnyvale, State of California, on the 12th day of December, 2003.

By: /s/ Sehat Sutardja

Dr. Sehat Sutardja
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Sehat Sutardja</u>	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	December 12, 2003
Dr. Sehat Sutardja		
<u>/s/ Weili Dai</u>	Executive Vice President and Director	December 12, 2003
Weili Dai		
<u>/s/ Pantas Sutardja</u>	Chief Technology Officer and Director	December 12, 2003
Dr. Pantas Sutardja		
<u>/s/ George Hervey</u>	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	December 12, 2003
George Hervey		
<u>/s/ Herbert Chang</u>	Director	December 12, 2003
Herbert Chang		
<u>/s/ Paul R. Gray</u>	Director	December 12, 2003
Dr. Paul R. Gray		
<u>/s/ Ron Verdoorn</u>	Director	December 12, 2003
Ron Verdoorn		

Signature	Title	Date
/s/ John M. Cioffi	Director	December 12, 2003
Dr. John M. Cioffi		
/s/ Manuel Alba	Director	December 12, 2003
Manuel Alba		

EXHIBIT INDEX

- 5.1 Opinion of Appleby Spurling & Kempe.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2 Consent of Appleby Spurling & Kempe (included in Exhibit 5.1 hereto).

Consent of Appleby Spurling & Kempe

JVS/rt/124194.4
Direct Telephone: 441 298 3240
Direct Fax: 441 298 3314
Direct e-mail: jvirgil@ask.bm

12 December 2003

Marvell Technology Group Ltd
4th Floor, Windsor Place
22 Queen Street
P.O. Box HM 1179
Hamilton HM EX

Dear Sirs

MARVELL TECHNOLOGY GROUP LTD. (THE "COMPANY")

We have acted as attorneys in Bermuda for Marvell Technology Group Ltd., a Bermuda company (the "Company") in connection with its filing with the United States Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") with respect to 26,021 of the Company's common shares of par value US\$0.002 per share to be issued pursuant to the terms of Asia, Inc. 2001 Stock Option Plan which has been assumed by the Company (together, the "Common Shares").

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the Schedule to this opinion (the "Documents") together with such other documentation as we have considered requisite to this opinion.

ASSUMPTIONS

In stating our opinion we have assumed:

- (a) the authenticity, accuracy and completeness of all Documents and other documentation examined by us submitted to us as originals and the conformity to authentic original documents of all Documents and other documentation submitted to us as certified, conformed, notarised or photostatic copies;
- (b) the genuineness of all signatures on the Documents;
- (c) that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;

- (d) that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would have a material effect on any of the opinions herein expressed;
- (e) that all representations and factual statements appearing in the Registration Statement, the Plan and the Resolutions, other than as to the laws of Bermuda, are true, accurate and complete in all material respects;
- (f) that the Resolutions are in full force and effect and have not been rescinded, either in whole or in part, and accurately record: (i) the resolutions passed by the Board of Directors of the Company in a meeting which was duly convened and at which a duly constituted quorum was present and voting throughout and further that there is no matter affecting the authority of the Directors to bring about the issue of the Common Shares by the Company under the terms of the Plan, not disclosed by the Constitutional Documents or the Resolutions, which would have any adverse implication in relation to the opinions expressed herein;
- (g) that any options granted under the Plan relevant to this opinion (collectively, "Options") will constitute the legal, valid and binding obligations of the parties thereto, other than the Company;
- (h) that each Director of the Company, when the Board of Directors of the Company passed the Board Resolutions, discharged his fiduciary duty owed to the Company and acted honestly and in good faith with a view to the best interests of the Company;
- (i) that the Company has entered into its obligations under the Plan in good faith for the purpose of carrying on its business and that, at the time it did so, there were reasonable grounds for believing that the transactions contemplated in the respective Plan would benefit the Company;
- (j) that at the time of issue by either the Board of Directors, a committee designated by the Board of Directors (the "Committee") of an Option, or any Common Shares pursuant to any such Option, such Committee was duly constituted and at the date hereof remains a duly constituted committee of the Board of Directors of the Company having the necessary powers and authorities to issue Option and Common Shares pursuant to the Plan;
- (k) that the approval of the issue of any Option and of any Common Shares pursuant to any such Option will be duly made either at a duly convened and quorate meeting of the Board of Directors of the Company, or at a duly convened and quorate meeting of the Committee in a manner complying with the terms of the Bye-laws of the Company then in force and within the authority then given to the Committee by the Board of Directors of the Company;

- (l) that when the issue of any Common Shares under the Plan is authorised, the issue price will not be less than the par value of the Shares and that the Company will have sufficient authorised share capital to effect such issue and will continue to hold the necessary Consent from the Bermuda Monetary Authority for such share issue;
- (m) that in any case where Common Shares are issued by the Company pursuant to the Plan on the terms of an Option that does not require the allottee to pay to the Company a cash subscription price for such Common Shares, the Company will receive prior to the allotment of shares a transfer to it of assets from the allottee with a fair value at least equivalent to the aggregate par value of the Shares issued to him pursuant to that Option;
- (n) that when filed with the Securities and Exchange Commission, the Registration Statement will not differ in any material respect from the draft referred to in paragraph 1 of the Schedule;
- (o) that the records which were the subject of the Company Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Company Search been materially altered; and
- (p) that the records which were the subject of the Litigation Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Litigation Search been materially altered.

OPINION

Based upon and subject to the foregoing and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that when issued and allotted by the Board of Directors of the Company or by the Committee pursuant to Options and when fully paid for pursuant to and in accordance with the terms and conditions of the Plan, as contemplated by the Plan, the Common Shares will be validly issued, fully-paid and non-assessable shares in the capital of the Company.

RESERVATIONS

We have the following reservations:

- (a) We express no opinion as to any law other than Bermuda law and none of the opinions expressed herein relates to compliance with or matters governed by the laws of any jurisdiction except Bermuda. This opinion is limited to Bermuda law as applied by the courts of Bermuda at the date hereof.

- (b) Any reference in this opinion to Common Shares being "non-assessable" shall mean, in relation to fully paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of such Common Shares, that no shareholder shall be bound by an alteration to the Memorandum of Association or Bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for additional shares, or in any way increases his liability to contribute to the share capital of, or otherwise to pay money to, the Company.
- (c) Searches of the Register of Companies at the office of the Registrar of Companies are not conclusive and it should be noted that the Register of Companies does not reveal:
 - (i) details of matters which have been lodged for filing or registration which as a matter of general practice of the Registrar of Companies would have or should have been disclosed on the public file but have not actually been registered or to the extent that they have been registered have not been disclosed or do not appear in the public records at the date and time the search is concluded; or
 - (ii) details of matters which should have been lodged for registration but have not been lodged for registration at the date the search is concluded.
- (d) In order to issue this opinion we have carried out the Searches as referred to in paragraphs 4 and 5 of the Schedule and have not enquired as to whether there has been any change since the date of the Searches.
- (e) We have relied upon the statements made in the Officers Certificate referred to in paragraph 9 of the Schedule. We have made no independent verification of the matters referred to in the certificate and we qualify this opinion to the extent that the statements made in the certificate are not accurate in any respect.

DISCLOSURE

This opinion is addressed to you in connection with the registration of the Common Shares with the Securities and Exchange Commission. Further, this opinion speaks as of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. We hereby consent to the inclusion of the opinion as an exhibit to the Registration Statement.

This opinion is governed by and is to be construed in accordance with Bermuda law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Bermuda.

Yours faithfully

APPLEBY SPURLING & KEMPE

SCHEDULE

1. An electronic copy of the draft of the Registration Statement received on 4 December 2003 (excluding the exhibits and excluding the documents incorporated by reference).
2. An electronic copy of the Asia, Inc. 2001 Stock Option Plan (the "Plan").
3. An electronic copy of the Minutes of the meeting of the Board of Directors of the Company held on 10 December 2003 (the "Resolutions")
4. The entries and filings shown in respect of the Company on the file of the Company maintained in the Register of Companies at the office of the Registrar of Companies in Hamilton, Bermuda, as revealed by a search done on 12 December 2003 (the "Company Search");
5. The entries and filings shown in respect of the Company in the Supreme Court Causes Book maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a search done on 12 December 2003 (the "Litigation Search");

(The Company Search and the Litigation Search are collectively referred to as the "Searches")
6. Copies of the Certificate of Incorporation, Memorandum of Association and Bye-laws of the Company incorporating all amendments to 21 June 2001 (collectively referred to as the "Constitutional Documents");
7. A copy of the permissions dated 31 May 2000 given by the Bermuda Monetary Authority under the Exchange Control Act (1972) and related regulations for the issue of shares in the capital of the Company; and
8. A fax copy of an Officer's Certificate dated 11 December 2003 and signed by George Hervey as Vice President and Chief Financial Officer of the Company confirming the authorised and issued share capital of the Company as at that date.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2003 relating to the financial statements of Marvell Technology Group Ltd., which appears in Marvell Technology Group Ltd.'s Annual Report on Form 10-K for the year ended February 1, 2003.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

San Jose, California
December 12, 2003