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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**



**FORM 8-K**



**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **November 18, 2004**

**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or Other Jurisdiction of

Incorporation)

**0-30877**

(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)(Zip Code)

**(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 obligation 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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EXHIBIT 99.1



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**Item 2.02. Results of Operations and Financial Condition**

The information in this Current Report is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On November 18, 2004, Marvell Technology Group Ltd. (“Marvell”) issued a press release regarding its financial results for its third fiscal quarter ended October 30, 2004. The full text of Marvell’s press release is furnished herewith as Exhibit 99.1.

The following non-GAAP financial measures are included in the press release: pro forma net income and basic and diluted net income per share. These non-GAAP measures exclude the effects of acquisition-related expenses, amortization of stock-based compensation and charges related to facilities consolidation. A reconciliation to the most directly comparable GAAP measure is included in the financial statements portion of the press release.

Marvell’s management believes the non-GAAP information is useful because it can enhance the understanding of the company’s ongoing economic performance and Marvell therefore uses pro forma reporting internally to evaluate and manage the company’s operations. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how the company analyzes its operating results.

**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits**

**Exhibit**

**No.** **Description**



99.1 Press Release dated November 18, 2004.



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**SIGNATURE**

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

Dated: November 18, 2004

**MARVELL TECHNOLOGY GROUP LTD.**

By: /s/ George A. Hervey

George A. Hervey



Vice President of Finance and Chief Financial Officer



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**EXHIBIT INDEX**

**Exhibit**

**No.** **Description**



99.1 Press Release dated November 18, 2004.

Exhibit 99.1

NEWS RELEASE

MARVELL(R) TECHNOLOGY GROUP LTD. REPORTS

RECORD THIRD QUARTER FISCAL 2005 RESULTS

Sunnyvale, CA. (November 18, 2004) - Marvell(R) Technology Group Ltd. (NASDAQ: MRVL), the technology leader in the development of extreme broadband communications and storage solutions, today reported financial results for its third fiscal quarter ended October 30, 2004.

Net revenue for the third quarter of fiscal 2005 was a record $317.6 million, an increase of 47% over net revenue of $215.3 million for the third quarter of fiscal 2004 and a 7% sequential increase from net revenue of $297.2 million for the second quarter of fiscal 2005. Net income under generally accepted accounting principles (GAAP) was $43.6 million, or $0.14 per share (diluted), for the third quarter of fiscal 2005, compared with a net income under GAAP of $12.0 million, or $0.04 per share (diluted), for the third quarter of fiscal 2004.

Net revenue for the nine months ended October 30, 2004 was $884.3 million, an increase of 53% over net revenue of $576.5 million for the nine months ended November 1, 2003. Net income under GAAP was $86.7 million, or $0.29 per share (diluted), for the nine months ended October 30, 2004, compared with a net income under GAAP of $25.7 million, or $0.09 per share (diluted), for the nine months ended November 1, 2003.

Marvell reports net income and basic and diluted net income per share in accordance with GAAP and additionally on a non-GAAP basis, referred to as pro forma. Pro forma net income, where applicable, excludes the effect of amortization and write-off of acquired intangible assets and other, amortization of stock-based compensation and charges related to facilities consolidation. Pro forma net income was $66.6 million, or $0.22 per share (diluted), for the third quarter of fiscal 2005, compared with pro forma net income of $35.1 million, or $0.12 per share (diluted), for the third quarter of fiscal 2004. Shares used in computing net income per share for the third quarter of fiscal 2005 increased to 301.0 million, compared with 284.8 million for the third quarter of fiscal 2004.

Pro forma net income was $175.4 million, or $0.59 per share (diluted), for the nine months ended October 30, 2004, compared with pro forma net income of $89.6 million, or $0.33 per share (diluted), for the nine months ended November 1, 2003. Shares used in computing pro forma net income per share for the nine months ended October 30, 2004 increased to 296.3 million, compared with 272.5 million for the nine months ended November 1, 2003.

These non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP. A reconciliation of GAAP net income to pro forma net income is included in the financial statements portion of this release as well as on our website in the Investors section at www.marvell.com.

Marvell's management believes the non-GAAP information is useful because it can enhance the understanding of the Company's ongoing economic performance and Marvell therefore uses pro forma reporting internally to evaluate and manage the Company's operations. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how the Company analyzes its operating results.

"Q3 was another solid quarter for Marvell with record revenues, continued operating margin expansion, and solid cash flows," stated Dr. Sehat Sutardja, Marvell's President and CEO. "We continue to demonstrate our sharp focus and ability to execute our business strategies even in challenging economic and end market conditions. We of course are very proud of our strong financial track record which is a reflection of the strength of our technology, the strong partnerships we have built with our customers and suppliers, and the dedication and hard work of our employees."

Revenue for the third quarter was a record for Marvell and represented the 28th consecutive quarter for sequential revenue growth. During the quarter Marvell also reported its highest level of cash, cash equivalents and short-term investments with a balance of $577.3 million. The following is a review of some of the recent highlights that occurred since last quarter's earnings release:

* During the quarter, Marvell announced it is driving the CE-ATA initiative with key industry players including Hitachi Global Storage Technologies, Intel Corporation, Seagate Technology and Toshiba America Information Systems. Marvell initiated the definition of this standard storage interface for small form factor disk drives that addresses the requirements of the handheld and consumer electronics (CE) market segments, including low pin count, low voltage, power efficiency, cost effectiveness and integration efficiency. Additionally, Marvell also announced, as a result of a dedicated four-year development effort, the industry's only System on Chip (SOC) device supporting the new CE-ATA specification. The Marvell 88i6310 SOC along with its accompanying reference firmware is the first device designed specifically to enable next generation small form factor disk drives.
* Marvell announced the further expansion of its Prestera(R) packet processors with the industry's most comprehensive support for IPv6 which allows customers to quickly incorporate IPv6 features into their product portfolios ranging from SOHO to Enterprise products at every performance point including Fast-, Gigabit-, and 10 Gigabit- Ethernet. IPv6 is an evolutionary standard that enables customers to manage the growing number of networked consumer electronic devices without running into the addressing scheme limitations inherent to IPv4. Unique to the Prestera devices is comprehensive IP-in-IP tunneling support that enables coexistence with current networks as well as the migration from IPv4 to the next generation IPv6 networks.
* Marvell continues to expand upon its diverse list of high volume wireless LAN design wins for exciting consumer applications such as cellular handsets, gaming devices, digital cameras, printers, MP3 players, PDAs, and emerging home entertainment multimedia client devices. Marvell also announced a new family of innovative 802.11a/g wireless devices designed to allow end users fast, simple and easy-to-use wireless networks. The new patent pending features include "AutoLink" technology, for one-click user configuration, "BoostMode" for doubling 54Mbps range and performance, and "FLEXMode" for simplified, concurrent a/g operation.

Marvell will be conducting a conference call today at 1:45 p.m. PST to discuss its third quarter financial results. To listen to the conference call, investors can dial (706) 679-0800 approximately ten minutes prior to the initiation of the teleconference and refer to conference code 1955991. Replay of the conference call will be available until November 25, 2004 at midnight PST by dialing (706) 645-9291. The conference call will also be available via the web at www.marvell.com. Please visit the Investor Events section. Replay on the Internet will be available until November 18, 2005.

ABOUT MARVELL

Marvell (NASDAQ: MRVL) is the leading global semiconductor provider of complete broadband communications and storage solutions. The Company'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 terms "Company" and "Marvell" refer to Marvell Technology Group Ltd. and its subsidiaries, including Marvell Semiconductor, Inc. (MSI), Marvell Asia Pte Ltd. (MAPL), Marvell Japan K.K., Marvell Taiwan Ltd., Marvell International Ltd. (MIL), Marvell U.K. Limited, Marvell Semiconductor Israel Ltd. (MSIL), RADLAN Computer Communications Ltd., and SysKonnect GmbH. MSI is headquartered in Sunnyvale, Calif., and designs, develops and markets products on behalf of MIL and MAPL. MSI may be contacted at (408) 222-2500 or at www.marvell.com.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995:

This release contains forward-looking statements based on projections and assumptions about our products and our markets. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "will," "should," and their variations identify forward-looking statements. These statements include those relating to our current technology enabling next generation disk drive applications, those relating to the continued strong adoption of our wireless LAN technology in consumer applications, and those relating to our technology strengthening our competitive advantage in existing markets, and our ability to expand our business in challenging economic and end market conditions. Statements that refer to, or are based on projections, uncertain events or assumptions also identify forward-looking statements. These statements are not guarantees of results and are subject to risks and uncertainties. Some risks and uncertainties that may adversely impact the statements in this release include, but are not limited to, the timing, cost and successful completion of development and volume production, end-customer qualification and adoption, and the timing, pricing, rescheduling, or cancellation of orders. For other factors that could cause Marvell's results to vary from expectations, please see the sections titled "Additional Factors That May Affect Future Results" in Marvell's annual report on Form 10-K for the fiscal year ended January 31, 2004 and Marvell's subsequent reports on Form 10-Q. We undertake no obligation to revise or update publicly any forward-looking statements.

Marvell(R) and the Marvell logo are trademarks of Marvell. All other trademarks are the property of their respective owners.

MARVELL TECHNOLOGY GROUP LTD.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

THREE MONTHS ENDED

NINE MONTHS ENDED

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* OCTOBER 30, NOVEMBER 1, OCTOBER 30,

|  |  |
| --- | --- |
| NOVEMBER | 1, 2004 |
| 2003 2004 | 2003 --- |
| --------- | -------- |

* ------------

------------ Net revenue $ 317,583 $ 215,331 $ 884,314 $ 576,468

Cost of goods sold

150,260 100,837

419,001 265,894 --

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* ------------

------------ Gross

profit 167,323 114,494 465,313 310,574 Operating expenses: Research and development 66,378 55,147 193,686 154,038 Selling and marketing 19,381 15,738 57,966 45,984 General and administrative 9,330 5,420 23,829 13,351 Amortization of stock-based compensation 837 1,528 3,497 3,206 Amortization/write-off of acquired intangible assets and other 19,758 21,641 82,775 60,649 Facilities consolidation 2,414 -- 2,414 --

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-- ------------

Total operating expenses 118,098 99,474 364,167 277,228 ----------

-- ------------ --

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* + Operating income 49,225 15,020 101,146

33,346 Interest

and other income,

net 1,770 1,726

5,058 4,606 ------

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* ------------ ---

--------- Income

before income

taxes 50,995

16,746 106,204

37,952 Provision

for income taxes

7,400 4,790 19,488

12,217 -----------

* ------------ ---

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* + Net income $ 43,595 $ 11,956 $

86,716 $ 25,735

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============ Basic

net income per share $ 0.16 $

0.05 $ 0.32 $ 0.10

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Diluted net income per share $ 0.14 $ 0.04 $ 0.29 $ 0.09

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Weighted average shares -- basic 271,684 254,912 268,034 248,306 --

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Weighted average shares -- diluted 300,968 284,835 296,307 272,529 --

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MARVELL TECHNOLOGY GROUP LTD.

PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

THREE MONTHS ENDED

NINE MONTHS ENDED

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--------- OCTOBER

30, NOVEMBER 1,

OCTOBER 30,

NOVEMBER 1, 2004

2003 2004 2003 ---

---------- -------

------ -----------

* -------------

Net revenue $

317,583 $ 215,331

$ 884,314 $

576,468 Cost of

goods sold 150,260

100,837 419,001

265,894 ----------

* + -------------

------------- ----

--------- Gross profit 167,323 114,494 465,313 310,574 Operating expenses: Research and development 66,378 55,147 193,686 154,038 Selling and marketing 19,381 15,738 57,966 45,984 General and administrative 9,330 5,420 23,829 13,351 -----------

* ------------- -

------------ -----

-------- Total

operating expenses

95,089 76,305

275,481 213,373 --

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------- ----------

* + -------------

Operating income

72,234 38,189

189,832 97,201

|  |  |
| --- | --- |
| income, net | 1,770 |
| 1,726 5,058 | 4,606 |
| ------------- | ---- |

--------- --------

* ------------

- Income before

income taxes 74,004 39,915 194,890 101,807 Provision for

income taxes 7,400

4,790 19,488

12,217 -----------

* ------------- -

------------ -----

-------- Pro forma

net income $

66,604 $ 35,125 $

175,402 $ 89,590

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Basic pro forma

net income per

share $ 0.25 $

0.14 $ 0.65 $ 0.36

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Diluted pro forma

net income per

share $ 0.22 $

0.12 $ 0.59 $ 0.33

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Weighted average

shares -- basic

271,684 254,912

268,034 248,306 --

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* -------------

Weighted average

shares -- diluted

300,968 284,835

296,307 272,529 --

----------- ------

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* -------------

RECONCILIATION OF GAAP NET INCOME TO PRO FORMA NET INCOME: GAAP net income $ 43,595 $ 11,956 $ 86,716 $ 25,735 Amortization of stock-based compensation 837 1,528 3,497 3,206 Amortization/write-off of acquired intangible assets and other 19,758 21,641 82,775 60,649 Facilities consolidation charge 2,414 -- 2,414 -- ---------

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------------- ----

--------- Pro

forma net income $ 66,604 $ 35,125 $ 175,402 $ 89,590

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The above pro forma statements of operations are for informational purposes only and are provided for understanding our operating results. The pro forma statements of operations have not been prepared in accordance with GAAP, should not be considered a substitute for our historical financial information prepared in accordance with GAAP and may be different from pro forma measures used by other companies. The pro forma income has been derived by adjusting the net income under generally accepted accounting principles for the impact of non cash stock-based compensation charges, non-cash charges associated with purchase accounting, facilities consolidation and other write-off related expenses.

MARVELL TECHNOLOGY GROUP LTD.

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(IN THOUSANDS)

OCTOBER 30,

JANUARY 31,

2004 2004 --

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ASSETS

Current

assets: Cash

and cash

equivalents

$ 391,830 $

224,399

Short-term

investments

185,461

161,872

Accounts

receivable,

net 190,894

136,513

Inventory,

net 107,978

91,785

Prepaid

expenses and

other

current

assets

18,474

18,713 -----

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Total

current

assets

894,637

633,282

Property and

equipment,

net 149,439

149,705

Goodwill and

acquired

intangible

assets

1,578,080

1,615,084

Other

noncurrent

assets

51,400

37,394 -----

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Total assets

* 2,673,556
* 2,435,465

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LIABILITIES

AND

SHAREHOLDERS'

EQUITY

Current

liabilities:

Accounts

payable $

126,657 $

121,190

Accrued

liabilities

55,998

36,823

Income taxes

payable

5,301 2,155

Deferred

income

11,936

12,996

Current

portion of

capital

lease

obligations

12,171

10,747 -----

------- ----

--------

Total

current

liabilities

212,063

183,911

Capital

lease

obligations

14,362

19,944 Other

long-term

liabilities

55,213

40,769 -----

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Total

liabilities

281,638

244,624 ----

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---------

Shareholders'

equity:

Common stock

1. 526

Additional

paid-in capital 2,983,804 2,872,282 Deferred

stock-based

compensation

(3,873)

(7,945)

Accumulated

other

comprehensive

income

(loss) (498)

757

Accumulated

deficit

(588,063)

(674,779) --

---------- -

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Total

shareholders'

equity

2,391,918

2,190,841 --

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Total

liabilities

and

shareholders'

equity $

2,673,556 $

2,435,465

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