
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-3

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 Victoria Street
Hamilton HM 12
Bermuda
(441) 296-6395**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**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)

Copies to:

**Stanton D. Wong
Pillsbury Winthrop Shaw Pittman LLP
P.O. Box 7880
San Francisco, California 94120**

Approximate date of commencement of proposed sale to the public:

From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Registration Statement is to file certain exhibits to the Registration Statement, as set forth below in Item 16 of Part II.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the various expenses payable by the Registrant in connection with the sale and distribution of the securities being registered hereby. Normal commission expenses and brokerage fees are payable individually by the selling shareholder. All amounts are estimated except the SEC registration fee.

	Amount
SEC registration fee	\$ 5,707
Accounting fees and expenses	18,000
Legal fees and expenses	15,000
Miscellaneous fees and expenses	10,293
Total	\$ 49,000

Item 15. 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 Memorandum of Association and the 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 each shareholder and the Registrant agree to waive any claim or right of action against any director or officer, in respect of any failure to act or any action taken by such director or officer 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 or rights of action arising from the fraud or dishonesty of the director or officer.

Item 16. Exhibits

Exhibit Number	Description of Document
5.1	Opinion of Appleby Spurling Hunter.
23.1 **	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Appleby Spurling Hunter (included in its opinion filed as Exhibit 5.1).
24.1 **	Power of Attorney (see page II-3).

** Previously filed.

Item 17. Undertakings

Insofar as indemnification for liabilities arising under the Securities Act 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 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 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 Securities Act and will be governed by the final adjudication of such issue.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to the 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; and

(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 (i) and (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 by the Registrant 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.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act 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.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on November 21, 2005.

MARVELL TECHNOLOGY GROUP LTD.

By /s/ Dr. Sehat Sutardja
Dr. Sehat Sutardja
President and Chief Executive Officer

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

Name	Title	Date
<u>/s/ Sehat Sutardja</u> Dr. Sehat Sutardja	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	November 21, 2005
<u>/s/ Weili Dai</u> Weili Dai	Executive Vice President, Secretary and Director	November 21, 2005
<u>/s/ George Hervey</u> George Hervey	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 21, 2005
<u>*</u> Dr. Pantas Sutardja	Chief Technology Officer and Director	November 21, 2005
<u>*</u> Herbert Chang	Director	November 21, 2005
<u>*</u> Dr. John M. Cioffi	Director	November 21, 2005
<u>*</u> Dr. Paul R. Gray	Director	November 21, 2005
<u>*</u> Douglas King	Director	November 21, 2005
<u>*</u> Arturo Krueger	Director	November 21, 2005

*By: /s/ George Hervey
George Hervey
Attorney-in-fact

EXHIBIT INDEX

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** Previously filed.

e-mail:

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Tel 441 298 3528

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your ref:

mm/fm/124914.22

Marvell Technology Group Ltd.
4th Floor, Windsor Place
22 Queen Street
Hamilton
Bermuda

Dear Sirs

18 November, 2005

Registration Statement on Form S3

We have acted as legal counsel in Bermuda to Marvell Technology Group Ltd (the “Company”) in connection with its filing with the United States Securities and Exchange Commission of a Registration Statement on Form S-3 (the “Registration Statement”), with respect to the resale of up to 980,499 of the Company’s common shares of US\$ 0.002 per value per share (the “Shares”), by the selling shareholders named in the Registration Statements (the “Selling Shareholders”).

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the First Schedule to this opinion (the “Documents”).

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 such documentation submitted to us as certified, conformed, notarised, faxed or photostatic copies;
 - (b) 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;
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- (c) the genuineness of all signatures on the Documents;
 - (d) the authority, capacity and power of each of the persons signing the Documents (other than the Company in respect of the Documents);
 - (e) that any representation, warranty or statement of fact or law, other than as to the laws of Bermuda, made in any of the Documents is true, accurate and complete;
 - (f) that the Asset Purchase Agreement and Registration Statement have been validly authorized, executed and delivered by each of the parties thereto, other than the Company, and the performance thereof is within the capacity and powers of each such party thereto, and that each such party to which the Company purportedly delivered the Subject Agreements has actually received and accepted delivery of such Subject Agreements;
 - (g) that any representation, warrant or statement of fact or law, other than as to the laws of Bermuda, made in any of the Documents is true, accurate and complete;
 - (h) 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;
 - (i) 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; and
 - (j) that when filed with the Securities Exchange Commission, the Registration Statement will be in a form which does not differ in any material respect from the drafts which we have examined for the purposes of this opinion. And referred to in Schedule 1.

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:

- (1) The Company is an exempted company incorporated with limited liability and existing under the laws of Bermuda. The Company possesses the capacity to sue and be sued in its own name and is in good standing under the laws of Bermuda.
- (2) The execution, delivery and performance by the Company of the Asset Purchase Agreement and Registration Statement to which it is a party and the transactions contemplated thereby have been duly authorised by all necessary corporate action on the part of the Company.

- (3) When issued pursuant to the terms of the Resolutions, and the Asset Purchase Agreement in the circumstances referred to or summarised under the caption “Selling Shareholders” in the Registration Statement the Shares will be (or, to the extent heretofore issued, are) validly issued, fully paid and non-assessable shares in the capital of the Company.
- (4) There are no taxes, duties or other charges payable to or chargeable by the Government of Bermuda, or any authority or agency thereof in respect of the issue of the Shares.

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.
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- (b) 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.
- (c) We express no opinion as to the validity, binding effect or enforceability of provision incorporated into the Asset Purchase Agreement by reference to a law other than that of Bermuda, or as to the availability in Bermuda of remedies which are available in other jurisdictions. Searches of the Register of Companies at the office of the Registrar of Companies and of the Supreme Court Causes Book at the Registry of the Supreme Court are not conclusive and it should be noted that the Register of Companies and the Supreme Court Causes Book do not reveal:
- (i) details of matters which have been lodged for filing or registration which as a matter of best practice of the Registrar of Companies or the Registry of the Supreme Court would have or should have been disclosed on the public file, the Causes Book or the Judgment Book, as the case may be, but for whatever reason have not actually been filed or registered or are not disclosed or which, notwithstanding filing or registration, at the date and time the search is concluded are for whatever reason not disclosed or do not appear on the public file, the Causes Book or Judgment Book;
 - (ii) details of matters which should have been lodged for filing or registration at the Registrar of Companies or the Registry of the Supreme Court but have not been lodged for filing or registration at the date the search is concluded;

Furthermore, in the absence of a statutorily defined system for the registration of charges created by companies incorporated outside Bermuda (“overseas companies”) over their assets located in Bermuda, it is not possible to determine definitively from searches of the Register of Charges maintained by the Registrar of Companies in respect of such overseas companies what charges

have been registered over any of their assets located in Bermuda or whether any one charge has priority over any other charge over such assets.

- (d) Any reference in this opinion to 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 such company and the holder of such 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.
- (e) In order to issue this opinion we have carried out the Company Search as referred to in the First Schedule to this opinion and have not enquired as to whether there has been any change since the date of such search.
- (f) In order to issue this opinion we have carried out the Litigation Search as referred to in the First Schedule to this opinion and have not enquired as to whether there has been any change since the date of such search.
- (g) In paragraph (1) above, the term “good standing” means that the Company has received a Certificates of Compliance from the Registrar of Companies.

Disclosure

This opinion is addressed to you in connection with the filing by the Company of the Registration Statement with the Securities and Exchange Commission. We consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement.

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.

Yours faithfully

/s/ Appleby Spurling Hunter

FIRST SCHEDULE

1. 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 conducted on 18 November 2005 (the “Company Search”).
2. 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 conducted on 18 November 2005 (the “Litigation Search”).
3. Copy of the draft Asset Purchase Agreement between the Company, Marvell International Ltd. and Q Logic Corporations.
4. An electronic copy of the draft of the Registration Statement received on 18 November 2005 (excluding exhibits and excluding the documents incorporated by reference)
5. The Certificate of Incorporation, Memorandum of Association and Bye-Laws adopted 21 June 2001 for the Company (collectively referred to as the “Constitutional Documents”).
6. The Minutes of the Meeting of the Board of Directors of the Company held on August 26, 2005 (the “Resolutions”).
7. A copy of the “Foreign Exchange Letter”, dated 31 May 2000 and 10 February 2003, issued by the Bermuda Monetary Authority, Hamilton Bermuda in relation to the Company.
8. The “Tax Assurance”, dated 10 March 1995, issued by the Registrar of Companies for the Minister of Finance in relation to the Company.
9. A Certificate of Compliance, dated 18 November 2005 issued by the Registrar of Companies in respect of the Company.