

**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): **September 8, 2006**

**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)

**(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 obligations 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))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On September 8, 2006, Marvell Technology Group Ltd. (the "Company") received a notice from The Nasdaq Stock Market stating that is not in compliance with Nasdaq Marketplace Rule 4310(c)(14) because the Company has not timely filed its Report on Form 10-Q for the fiscal quarter ended July 29, 2006. The Company intends to request a hearing before a Nasdaq Listing Qualifications Panel for continued listing on the Nasdaq Global Market. The Company's securities will remain listed on the Nasdaq Global Market pending a decision by the Nasdaq Listing Qualifications Panel. There can be no assurance that the hearing panel will grant the Company's request for continued listing.

The Company issued a press release on September 12, 2006, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated September 12, 2006.

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: September 12, 2006

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**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated September 12, 2006

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**Marvell Technology Group Ltd. Receives Nasdaq Notification  
Related to the Late Filing of Form 10-Q**

Santa Clara, Calif., September 12, 2006 – Marvell Technology Group Ltd. (Nasdaq: MRVL) today announced that on September 8, 2006 it received a notice from The Nasdaq Stock Market stating that the Company is not in compliance with Nasdaq Marketplace Rule 4310(c)(14) because the Company has not timely filed its Report on Form 10-Q for the fiscal quarter ended July 29, 2006. Marvell intends to request a hearing before a Nasdaq Listing Qualifications Panel for continued listing on the Nasdaq Global Market. The Company's securities will remain listed on the Nasdaq Global Market pending a decision by the Nasdaq Listing Qualifications Panel. There can be no assurance that the hearing panel will grant the Company's request for continued listing.

As previously announced, the Company has delayed the filing of its Form 10-Q for the fiscal quarter ended July 29, 2006 because a special committee is conducting a review of the Company's historical stock option practices and related accounting matters. The Company intends to file its Form 10-Q for the fiscal quarter ended July 29, 2006 as soon as practicable following the conclusion of the special committee's review.

**About Marvell**

Marvell (NASDAQ: MRVL) is a leader in storage, communications and consumer silicon 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 Santa Clara, 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](http://www.marvell.com).

**Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995:**

This press release contains forward-looking statements. 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 Marvell's plans to request a hearing before a Nasdaq Listing Qualifications Panel and Marvell's plans to file its Form 10-Q for the fiscal quarter ended July 29, 2006 upon completion of the special committee's review of Marvell's historical stock option grant practices and related accounting matters. These statements are not guarantees of results and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. These risks and uncertainties include, but are not limited to, the outcome of Marvell's request to hold a hearing before a Nasdaq Listing Qualifications Panel, the timing and outcome of any hearing that may be held before such a Panel, the timing and outcome of the special committee's review and the conclusions of the special committee resulting from that review, actions that may

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be taken or required as a result of the special committee's review, and actions by the Securities and Exchange Commission or other regulatory agencies as a result of their review of Marvell's stock option practices. For other factors that could cause Marvell's results to vary from expectations, please see the sections titled "Risk Factors" in Marvell's quarterly report on Form 10-Q for the fiscal quarter ended April 29, 2006 and other factors detailed from time to time in Marvell's filings with the Securities and Exchange Commission. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

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