

**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): **June 29, 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On June 29, 2006, Marvell Technology Group Ltd. (the "Company") filed a Memorandum of Increase of Share Capital with the Bermuda Registrar of Companies to increase the Company's authorized share capital from US\$1,000,000 to US\$2,000,000 by the creation of 500,000,000 additional shares of Common Stock of par value \$0.002 each. This increase was approved by the Company's shareholders at the Company's Annual General Meeting on June 9, 2006.

**Item 9.01 Financial Statements or Exhibits**

(d) Exhibits

The following exhibit is filed herewith:

3.1 Memorandum of Increase of Share Capital

## 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: July 6, 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 No.</u>	<u>Description</u>
3.1	Memorandum of Increase of Share Capital

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FORM NO. 7



THE COMPANIES ACT 1981

# MEMORANDUM OF INCREASE OF SHARE CAPITAL OF MARVELL TECHNOLOGY GROUP LTD.

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 (hereinafter referred to as "the Company")

DEPOSITED in the office of the Registrar of Companies on the 29<sup>th</sup> of June 2006, in accordance with the provisions of section 45(3) of the Companies Act 1981.

Minimum Share Capital of the Company	US\$12,000
Authorized Share Capital of the Company	US\$1,000,000
Increase of Share Capital as authorized by a resolution passed at a general meeting of the Company on the 9 June 2006	US\$1,000,000
AUTHORIZED SHARE CAPITAL AS INCREASED	US\$2,000,000

DULY STAMPED in the amount of BD\$NIL being the stamp duty payable on the amount of increase of share capital of the Company in accordance with the provisions of the Stamp Duties Act, 1976.

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 /s/ Weili Dai  
 Secretary

DATED THIS 9th day of June, 2006.

NOTE: This memorandum must be filed in the office of the Registrar of Companies within thirty days after the date on which the resolution increasing the share capital has effect and must be accompanied by a copy of the resolution and the prescribed fee.

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