

**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): **July 23, 2007**

**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 8.01 Other Events.**

On July 23, 2007, Marvell Technology Group Ltd. (the "Company") issued a press release announcing that the Nasdaq Stock Market had determined that the Company had regained compliance with all Nasdaq rules, including Nasdaq Rule 4310(c)(14) relating to the filing of periodic reports with the Securities and Exchange Commission. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated July 23, 2007.

**SIGNATURE**

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

Dated: July 23, 2007

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Michael Rashkin  
Michael Rashkin  
Interim Chief Financial Officer

3

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated July 23, 2007.

4

**Nasdaq Determines Marvell Regains Complete Compliance with Listing Requirements***Marvell Securities Will Continue to Trade – Delisting Matter Closed***For Further Information Contact:**

Diane Vanasse  
Marvell Public Relations  
408-242-0027  
dvanasse@marvell.com

**Santa Clara, CA (July 23, 2007)** — Marvell (NASDAQ: MRVL), a leader in storage, communications and consumer silicon solutions, today announced that the Nasdaq Stock Market has determined that the company is now in complete compliance with all Nasdaq rules, including Rule 4310(c)(14)(which requires a Nasdaq-listed company to timely file periodic reports with the Securities and Exchange Commission), and that the matter of delisting is now closed. This determination was based on the recent filing of the company's Form 10-K for the fiscal year ended January 27, 2007 and its Forms 10-Q for the periods ended April 29, 2006, July 29, 2006, October 28, 2006, and April 28, 2007. Marvell's securities will continue to be listed on the Nasdaq Global Select Market.

"We are very pleased with the Nasdaq decision and are happy to put this matter behind us," said Dr. Sehat Sutardja, Marvell's Chief Executive Officer. "We look forward to continuing to deliver world-class products and technologies to our customers that should enable our solid long-term growth."

**About Marvell**

Marvell (NASDAQ: MRVL) is a leader in development of 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), Marvell Software Solutions Israel Ltd., and Marvell Semiconductor Germany GmbH. MSI is headquartered in Santa Clara, California and

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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 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. Statements that refer to, or are based on projections, uncertain events or assumptions also identify forward-looking statements. These forward looking statements include, but are not limited to, the company's expectations as to the continued listing of its securities on the Nasdaq Global Select Market and the continued ability of the company's products and technologies to enable the company's long-term growth. 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 company's ability to comply with the Nasdaq listing requirements and the performance, capabilities and market acceptance of our products. 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 28, 2007 and other factors detailed from time to time in Marvell's filings with the Securities and Exchange Commission. We undertake no obligation to revise or update publicly any forward-looking statements.

*Marvell® is a registered trademark of Marvell or its affiliates.*

*Other names and brands may be claimed as the property of others.*

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