

**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): **May 8, 2008**

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

The information in Item 2.02 of this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of Section 18. The information in Item 2.02 of this Current Report shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filing.

On May 8, 2008, Marvell Technology Group Ltd. (the "Company") issued a press release announcing that it has entered into a settlement with the Securities and Exchange Commission ("SEC") in connection with the SEC's previously disclosed investigation into the Company's historic stock option granting practices. In connection with the settlement, the Company will accrue \$10 million for the payment of a civil penalty in its first quarter of fiscal 2009 financial statements.

**Item 8.01 Other Events.**

On May 8, 2008, the Company issued a press release announcing that it has entered into a settlement with the SEC in connection with the SEC's previously disclosed investigation into the Company's historic stock option granting practices. A copy of the press release is attached as Exhibit 99.1, and the information in Exhibit 99.1 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**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: May 8, 2008

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ George de Urioste  
George de Urioste  
Interim Chief Financial Officer

**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 8, 2008.

**Marvell Technology Group Ltd. Reaches Settlement with SEC regarding Historic Stock Option Granting Practices****For Further Information Contact:****Media:**

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**Santa Clara, California (May 8, 2008)** — Marvell (NASDAQ: MRVL) today announced that it has entered into a settlement with the Securities & Exchange Commission (“SEC”) in connection with the SEC’s previously disclosed investigation into the Company’s historic stock option granting practices.

Without admitting or denying the allegations in the SEC’s complaint, the Company agreed to settle the charges by consenting to a permanent injunction against any future violations of various provisions of the federal securities laws. The Company will also pay a civil penalty of \$10 million in connection with the settlement.

In a related agreement, Weili Dai, one of the Company’s co-founders, also entered into a settlement with the SEC. Without admitting or denying the allegations in the SEC’s complaint, Ms. Dai consented to a permanent injunction against any future violations of various provisions of the federal securities laws, agreed not to serve as a director or officer of a public company for a period of five years, and will pay a civil penalty of \$500,000.

**About Marvell**

Marvell (NASDAQ: MRVL) is a leader in the 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

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used in this release, the terms “company” and “Marvell” refer to Marvell Technology Group Ltd. and its subsidiaries. For more information, visit <http://www.marvell.com>.

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