**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)\***

**Marvell Technology Group Ltd.**



**(Name of Issuer)**

**Common shares, par value $0.002 per share**



**(Title of Class of Securities)**

**G 5876H105**



**(CUSIP Number)**

**December 31, 2008**



**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

* Rule 13d-1(b)
* Rule 13d-1(c)
  + Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Page 1 of 6

CUSIP No. G 5876H105



1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Dr. Sehat Sutardja



1. Check the Appropriate Box if a Member of a Group (See Instructions)
   1. ☒
   2. ☐
2. SEC Use Only
3. Citizenship or Place of Organization



United States

|  |  |  |  |
| --- | --- | --- | --- |
|  | 5. | Sole Voting Power |  |
| Number of |  | 0 shares |  |
| Shares | 6. | Shared Voting Power |  |
| Beneficially |  | 66,903,343 shares\* |  |
| Owned by |  |  |
| Each | 7. | Sole Dispositive Power |  |
| Reporting |  | 0 shares |  |
| Person |  |  |
| With |  |  |  |
| 8. | Shared Dispositive Power |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | 66,903,343 shares\* |  |  |
|  | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person |  |  |
|  |  | 66,903,343 shares\* |  |  |
|  | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |  |
|  |  |  |  |



11. Percent of Class Represented by Amount in Row (9)

10.8%



12. Type of Reporting Person (See Instructions)

IN



* Shares may be deemed beneficially owned by Dr. Sehat Sutardja and include (i) 18,253,334 shares owned by The Sutardja Family Partners, a California family limited partnership, of which Dr. Sehat Sutardja and Ms. Dai are the general partners and share voting and dispositive power, and (ii) 1,672,692 shares issuable pursuant to stock options exercisable on March 1, 2009, held by Dr. Sehat Sutardja. Dr. Sehat Sutardja and Ms. Dai are married to each other and live in California, a community property state. As such, each may be deemed to be the beneficial owner (with voting and investment power) with respect to all of the outstanding shares held.

Page 2 of 6

CUSIP No. G 5876H105



1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Weili Dai



1. Check the Appropriate Box if a Member of a Group (See Instructions)
   1. ☒
   2. ☐
2. SEC Use Only
3. Citizenship or Place of Organization



United States

|  |  |  |  |
| --- | --- | --- | --- |
|  | 5. | Sole Voting Power |  |
| Number of |  | 0 shares |  |
| Shares | 6. | Shared Voting Power |  |
| Beneficially |  | 66,903,343 shares\* |  |
| Owned by |  |  |
| Each | 7. | Sole Dispositive Power |  |
| Reporting |  | 0 shares |  |
| Person |  |  |
| With |  |  |  |
| 8. | Shared Dispositive Power |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | 66,903,343 shares\* |  |  |
|  | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person |  |  |
|  |  | 66,903,343 shares\* |  |  |
|  | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |  |
|  |  |  |  |



11. Percent of Class Represented by Amount in Row (9)

10.8%



12. Type of Reporting Person (See Instructions)

IN



* Shares may be deemed beneficially owned by Ms. Dai and include (i) 18,253,334 shares owned by The Sutardja Family Partners, a California family limited partnership, of which Dr. Sehat Sutardja and Ms. Dai are the general partners and share voting and dispositive power, and (ii) 1,672,692 shares issuable pursuant to stock options exercisable on March 1, 2009, held by Dr. Sehat Sutardja. Dr. Sehat Sutardja and Ms. Dai are married to each other and live in California, a community property state. As such, each may be deemed to be the beneficial owner (with voting and investment power) with respect to all of the outstanding shares held.

Page 3 of 6

**Item 1.**

1. Name of Issuer

Marvell Technology Group Ltd.

1. Address of Issuer’s Principal Executive Offices

Marvell Technology Group Ltd. Canon’s Court

22 Victoria Street Hamilton HM 12 Bermuda

**Item 2.**

1. Name of Person Filing Dr. Sehat Sutardja
2. Address of Principal Business Office or, if none, Residence

Marvell Semiconductor, Inc.

5488 Marvell Lane Santa Clara, CA 95054

1. Citizenship United States
2. Title of Class of Securities

Common shares, par value $0.002 per share

1. CUSIP Number G 5876H105
2. Name of Person Filing Weili Dai
3. Address of Principal Business Office or, if none, Residence

Marvell Semiconductor, Inc.

5488 Marvell Lane Santa Clara, CA 95054

1. Citizenship United States
2. Title of Class of Securities

Common shares, par value $0.002 per share

1. CUSIP Number G 5876H105

**Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

Page 4 of 6

**Item 4.** **Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1\*.

* 1. Amount beneficially owned:

66,903,343 shares\*\*

* 1. Percent of class:

10.8%

* 1. Number of shares as to which the person has:
     1. Sole power to vote or to direct the vote 0 shares
     2. Shared power to vote or to direct the vote 66,903,343 shares\*
     3. Sole power to dispose or to direct the disposition of 0 shares
     4. Shared power to dispose or to direct the disposition of 66,903,343 shares\*

\*Dr. Sehat Sutardja and Ms. Dai are married to each other and live in California, a community property state. As such, each may be deemed to be the beneficial owner (with voting and investment power) with respect to all of the outstanding shares held.

* Shares may be deemed beneficially owned by each of the Reporting Persons and include (i) 18,253,334 shares owned by The Sutardja Family Partners, a California family limited partnership, of which Dr. Sehat Sutardja and Ms. Dai are the general partners and share voting and dispositive power, and
  1. 1,672,692 shares issuable pursuant to stock options exercisable on or March 1, 2009, held by Dr. Sehat Sutardja.

**Item 5.** **Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

**Item 6.** **Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7.** **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8.** **Identification and Classification of Members of the Group**

Not applicable.

**Item 9.** **Notice of Dissolution of Group**

Not applicable.

**Item 10.** **Certification**

Not applicable.

Page 5 of 6

**Signatures**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2009

Date

/s/ Dr. Sehat Sutardja



Signature

Dr. Sehat Sutardja

Name/Title

February 13, 2009

Date

/s/ Weili Dai



Signature

Weili Dai

Name/Title

Page 6 of 6

**Exhibit Index**

**Exhibit** **Description**



99.1 Agreement of Joint Filing dated as of February 13, 2009.

**Exhibit 99.1**

Agreement of Joint Filing

Pursuant to Rule 13d-1(k)(1) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended, the undersigned agrees that the Schedule 13G to which this Exhibit is attached is filed on behalf of each of them.

Dated: February 13, 2009.

|  |  |
| --- | --- |
| By | /s/ Weili Dai |
|  | Weili Dai |
| By | /s/ Dr. Sehat Sutardja |
|  | Dr. Sehat Sutardja |