**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): December 3, 2009**



**MARVELL TECHNOLOGY GROUP LTD.**

**(Exact name of registrant as specified in its charter)**



**Bermuda**

**0-30877**

**77-0481679**

**(State or other jurisdiction**

**of incorporation)**

**(Commission File Number)**

**(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 this Current Report, including the accompanying exhibit, 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 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 December 3, 2009, Marvell Technology Group Ltd. (“Marvell”) issued a press release regarding its financial results for its third fiscal quarter ended October 31, 2009. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

**Discussion of Non-GAAP Financial Measures**

In addition to disclosing financial results calculated in accordance with U.S. generally accepted accounting principles (“GAAP”), Marvell also reports non-GAAP financial measures. Pursuant to the requirements of Regulation G, Marvell has provided reconciliations with the press release of the non-GAAP financial measures to the most directly comparable GAAP financial measures included in the press release. Non-GAAP financial measures exclude the effect of stock-based compensation, amortization and write-offs of acquired intangible assets, restructuring costs and certain one-time costs and benefits.

Marvell believes that the presentation of non-GAAP financial measures provides important supplemental information to management and investors regarding financial and business trends relating to its financial condition and results of operations. Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how Marvell analyzes its operating results internally. Management also believes that these non-GAAP financial measures may be used to facilitate comparisons of Marvell’s results with that of other companies in its industry.

Externally, management believes that investors may find Marvell’s non-GAAP financial measures useful in their assessment of Marvell’s operating performance and the valuation of Marvell. Internally, Marvell’s non-GAAP financial measures are used by management in the following areas:

* Management’s determination of the pro forma EPS target utilized to measure the achievement of stock-based bonus compensation for certain Marvell executive officers;
* Management’s evaluation of Marvell’s operating performance;
* Management’s establishment of internal operating budgets; and
* Management’s performance comparisons with internal forecasts and targeted business models.

Non-GAAP financial measures are adjusted by the exclusion of the following items:

* *Stock-based compensation*. Stock-based compensation relates primarily to employee stock options and restricted stock units issued. Stock-basedcompensation expense is a non-cash expense that is difficult to predict as its valuation is affected by changes in market forces, such as the price of Marvell’s common shares, which is not within the control of management. Accordingly, management excludes this item from its internal operating forecasts and models.
* *Amortization and write-off of acquired intangible assets*. Purchased intangible assets relate primarily to existing and core technology, and customerrelationships of acquired businesses. Management considers these charges non-cash in nature and unrelated to Marvell’s core operating performance.

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* *Restructuring*. Restructuring represents charges that are not directly related to Marvell’s ongoing or core business results. Management regularlyexcludes such items from internal operating forecasts and models because they are not considered a core operating activity for Marvell and because the frequency and variability in the nature of the charges can vary significantly from period to period. Excluding this data provides investors with a basis to compare Marvell’s performance against the performance of other companies without this variability.
* *Other*. From time to time, Marvell has other costs/benefits that are not directly related to Marvell’s ongoing or core business results. For example, inthe first quarter ended May 2, 2009, Marvell recorded a $72 million charge in connection with the settlement of a class action lawsuit related to its historical stock option granting practices. As the litigation directly related to stock compensation costs, which are consistently excluded from Marvell’s non-GAAP results, Marvell excluded the settlement costs as well.

The calculation of non-GAAP net income per share is adjusted for the following item:

* Non-GAAP net income per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares (diluted). For purposes of calculating non-GAAP net income per share, the GAAP weighted average shares outstanding (diluted) is adjusted to exclude the potential benefits of SFAS 123R compensation costs expected to be incurred in future periods but not yet recognized in the financial statements. The expected compensation costs are treated as proceeds assumed to be used to repurchase shares under the GAAP treasury stock method. Since Marvell’s non-GAAP net income does not reflect the effects of these compensation costs, management believes these amounts should not be applied to the repurchase of shares in calculating non-GAAP net income per share.

Non-GAAP financial measures should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of Marvell’s business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of Marvell’s results as reported under GAAP. Marvell expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items from Marvell’s non-GAAP net income should not be construed as an inference that these costs are unusual, infrequent or non-recurring.

**Item 9.01** **Financial Statements and Exhibits.**

1. Exhibits.

99.1 Press Release dated December 3, 2009.

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**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: December 3, 2009

MARVELL TECHNOLOGY GROUP LTD.

By: /S/ CLYDE R. HOSEIN



**Clyde R. Hosein**

**Chief Financial Officer, Interim Chief Operating Officer**

**and Secretary**

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**EXHIBIT INDEX**

**Exhibit**

**No.** **Description**



99.1 Press Release dated December 3, 2009.

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**Exhibit 99.1**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **For further information, contact:** | |  |  |  |
| Jeff Palmer | | Tom Hayes | | |
| Investor Relations | | Corporate Communications | | |
| 408-222-8373 |  | 408-222-2815 | |  |
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|  |  |  |  |  |

**Marvell Technology Group Ltd. Reports Fiscal Third Quarter Results**

***Revenue: $803.1 Million, Up 25 Percent Sequentially***

***GAAP Net Income: $201.6 Million, $0.31 per share EPS***

***Free Cash Flow: $195.9 Million, 24 Percent of Revenues***

**Santa Clara, California (December 3, 2009)** — Marvell Technology Group Ltd. (NASDAQ: MRVL), a world leader in storage, communications and consumersilicon solutions, today reported financial results for the third quarter of fiscal 2010, ended October 31, 2009.

Net revenue for the third quarter of fiscal 2010 was $803.1 million, a 25 percent sequential increase from $640.6 million in the second quarter of fiscal 2010, ended August 1, 2009, and a 2 percent increase from $791.0 million in the third quarter of fiscal 2009, ended November 1, 2008.

GAAP net income was $201.6 million, or $0.31 per share (diluted), for the third quarter of fiscal 2010, as compared to GAAP net income of $58.5 million, or $0.09 per share (diluted), for the second quarter of fiscal 2010. For the third quarter of fiscal 2009 GAAP net income was $70.9 million, or $0.11 per share (diluted).

Non-GAAP net income was $231.8 million, or $0.35 per share (diluted), for the third quarter of fiscal 2010, an increase of 95 percent from non-GAAP net income of $118.7 million, or $0.18 per share (diluted), for the second quarter of fiscal 2010, and a 59 percent increase compared with non-GAAP net income of $145.3 million, or $0.23 per share (diluted), for the third quarter of fiscal 2009.

“We are very pleased with the revenue growth we experienced in the third quarter of fiscal 2010,” said Dr. Sehat Sutardja, Marvell Chairman and Chief Executive Officer. “Our sequential revenue growth was better than our revised guidance provided on October 26, 2009, as order momentum improved across all our addressable end-markets. Our results during the third quarter demonstrate that financial discipline is firmly entrenched in Marvell’s long-term business model as we again delivered significant improvement across all financial metrics.”

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Marvell reports net income or loss, basic and diluted net income or loss per share in accordance with U.S. generally accepted accounting principles (GAAP) and on a non-GAAP basis as outlined below. Reconciliations of GAAP net income or loss to non-GAAP net income for the three months ended October 31, 2009, August 1, 2009 and November 1, 2008, respectively, appear in the financial statements below.

GAAP gross margin for the third quarter of fiscal 2010 was 57.5 percent, compared to 55.0 percent for the second quarter of fiscal 2010 and 52.1 percent for the third quarter of fiscal 2009. Non-GAAP gross margin for the third quarter of fiscal 2010 increased to 57.8 percent, compared to 55.3 percent for the second quarter of fiscal 2010 and 52.3 percent for the third quarter of fiscal 2009.

Shares used to compute GAAP net income per diluted share for the third quarter of fiscal 2010 were 660 million shares, compared with 648 million shares in the second quarter of fiscal 2010 and 631 million shares in the third quarter of fiscal 2009. Shares used to compute non-GAAP net income per diluted share for the third quarter of fiscal 2010 were 664 million shares, compared with 652 million shares for the second quarter of fiscal 2010 and 633 million shares for the third quarter of fiscal 2009.

Cash flow from operations for the third quarter of fiscal 2010 was $203.5 million, up 12 percent sequentially from $182.3 million in the second quarter of fiscal 2010 and down 21 percent from $258.5 million in the third quarter of fiscal 2009. Free cash flow, defined as cash flow from operations less capital expenditures and purchases of IP licenses, was $195.9 million, up 12 percent sequentially from $175.3 million in the second quarter of fiscal 2010 and down 20 percent from $244.3 million in the third quarter of fiscal 2009.

**Conference Call**

Marvell will be conducting a conference call on December 3, 2009 at 1:30 p.m. PST to discuss results for the third quarter ended October 31, 2009. Interested parties may dial-in to the conference call at **1-866-271-0645, pass-code 78345706**. The call is being webcast by Thomson Reuters and can be accessed at Marvell’s website under the Investor Events section of the Investor Relations page at http://www.marvell.com/investors/events.jsp. Replay on the internet will be available following the call until January 3, 2009.

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**Discussion of Non-GAAP Financial Measures**

Non-GAAP financial measures exclude stock-based compensation expense as well as charges related to acquisitions, restructuring, gains and other charges that are driven primarily by discrete events that management does not consider to be directly related to Marvell’s core operating performance. Non-GAAP earnings per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares outstanding (diluted). For purposes of calculating non-GAAP earnings per share, the GAAP weighted average shares outstanding (diluted) is adjusted to exclude the potential benefits of compensation costs expected to be incurred in future periods, but not yet recognized in the financial statements. The expected compensation costs are treated as proceeds assumed to be used to repurchase shares under the GAAP treasury stock method.

Marvell believes that the presentation of non-GAAP financial measures provide important supplemental information to management and investors regarding financial and business trends relating to Marvell’s financial condition and results of operations. While Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance. For further information regarding why Marvell believes that these non-GAAP measures provide useful information to investors, the specific manner in which management uses these measures, and some of the limitations associated with the use of these measures, please refer to Marvell’s Current Report on Form 8-K filed today with the SEC. The Form 8-K is available on the SEC website at www.sec.gov as well as on the Marvell website in the Investor Relations section at www.marvell.com.

**About Marvell**

Marvell (NASDAQ: MRVL) is a global leader in the development of storage, communications and consumer silicon solutions. Marvell’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. For more information visit www.marvell.com

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**Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the Company’s expectations regarding the entrenchment of financial discipline; and statements concerning the Company’s use of non-GAAP financial measures as important supplemental information. These statements are not guarantees of results and should not be considered as an indication of future performance. Actual events or results may differ materially from those described in this document due to a number of risks and uncertainties, including, among others, the Company’s reliance on major customers and suppliers; market acceptance of new products; uncertainty in the worldwide economic environment; successful execution of the Company’s restructuring plan and other risks detailed in Marvell’s SEC filings. When Marvell files its Form 10-Q for the third quarter of fiscal 2010, the financial statements may differ from the results disclosed in this press release because judgments and estimates that management used in preparing the financial results reported in this press release may need to be updated to the date of the filing. The Company’s results also remain subject to review by the Company’s independent registered public accounting firm. For other factors that could cause Marvell’s results to vary from expectations, please see the risk factors identified in Marvell’s latest Annual Report on Form 10-K for the year end January 31, 2009, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as filed with the SEC and other factors detailed from time to time in Marvell’s filings with the SEC. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

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**Marvell Technology Group Ltd.**

**Condensed Consolidated Statements of Operations**

**(Unaudited)**

**(In thousands, except per share amounts)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **Three Months Ended** | | | | |  |  |  |  | **Nine Months Ended** | | | | |  |
|  |  |  | **October 31,** | | | **August 1,** | |  | **November 1,** | |  |  | **October 31,** | | | **November 1,** | |  |  |
|  |  |  |  | **2009** |  |  | **2009** |  |  | **2008** |  |  |  | **2009** |  |  | **2008** |  |  |
|  | Net revenue | $ | | 803,098 |  | $ | 640,620 | $ | | 791,046 | | $ | | 1,965,152 |  | $ | 2,437,696 |  |  |
|  | Cost of goods sold |  |  | 341,617 |  |  | 288,059 |  |  | 379,137 | |  |  | 887,306 |  |  | 1,173,892 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Gross profit |  |  | 461,481 |  |  | 352,561 |  |  | 411,909 | |  |  | 1,077,846 |  |  | 1,263,804 |  |
|  | Operating expenses: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Research and development |  |  | 212,873 |  |  | 196,190 |  |  | 234,222 | |  |  | 615,152 |  |  | 722,411 |  |  |
|  | Selling and marketing |  |  | 35,442 |  |  | 32,907 |  |  | 41,158 | |  |  | 102,260 |  |  | 129,080 |  |  |
|  | General and administrative |  |  | 16,660 |  |  | 29,469 |  |  | 28,869 | |  |  | 148,856 |  |  | 72,809 |  |  |
|  | Amortization and write-off of acquired intangible assets |  |  | 26,450 |  |  | 26,446 |  |  | 34,814 | |  |  | 83,252 |  |  | 105,049 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Total operating expenses |  |  | 291,425 |  |  | 285,012 |  |  | 339,063 | |  |  | 949,520 |  |  | 1,029,349 |  |
| Operating income | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 170,056 |  |  | 67,549 |  |  | 72,846 | |  |  | 128,326 |  |  | 234,455 | |  |
|  | Interest and other income (expense), net |  |  | (1,373) | |  | 279 |  |  | 11,543 | |  |  | (1,254) | |  | 6,097 |  |  |
| Income before income taxes | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 168,683 |  |  | 67,828 |  |  | 84,389 | |  |  | 127,072 |  |  | 240,552 | |  |
|  | Provision (benefit) for income taxes |  |  | (32,916) | |  | 9,335 |  |  | 13,443 | |  |  | (21,563) | |  | 28,300 |  |  |
| Net income | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | | 201,599 |  | $ | 58,493 | $ | | 70,946 | |  |  | 148,635 |  |  | 212,252 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Basic net income per share | $ | | 0.32 |  | $ | 0.09 | $ | | 0.12 | | $ | | 0.24 |  | $ | 0.35 |  |  |
| Diluted net income per share | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | | 0.31 |  | $ | 0.09 | $ | | 0.11 | | $ | | 0.23 |  | $ | 0.34 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Shares used in computing basic earnings per share |  |  | 623,613 |  |  | 620,881 |  |  | 611,945 | |  |  | 621,057 |  |  | 606,676 |  |  |
|  | Shares used in computing diluted earnings per share |  |  | 659,739 |  |  | 648,110 |  |  | 630,810 | |  |  | 647,863 |  |  | 630,997 |  |  |
|  |  | 5 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Marvell Technology Group Ltd.**

**Reconciliation of GAAP Net Income to Non-GAAP Net Income:**

**(Unaudited)**

**(In thousands, except per share amounts)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  | **Three Months Ended** | | | |  |  |  |  |  |  | **Nine Months Ended** | | | | |  |
|  |  |  | **October 31,** | | |  | **August 1,** | | |  | **November 1,** | |  |  | **October 31,** | | | **November 1,** | |  |  |
|  |  |  |  | **2009** |  |  |  | **2009** |  |  |  | **2008** |  |  |  | **2009** |  |  | **2008** |  |  |
|  | GAAP net income | | $ | 201,599 | | $ | | 58,493 | | $ | | 70,946 | | $ | | 148,635 |  | $ | 212,252 | |  |
|  | Stock-based compensation | |  | 34,377 | |  |  | 30,015 | |  |  | 39,578 | |  |  | 96,040 |  |  | 132,431 | |  |
|  | Amortization and write-off of acquired intangible assets | |  | 26,450 | |  |  | 26,446 | |  |  | 34,814 | |  |  | 83,252 |  |  | 105,049 | |  |
|  | Restructuring *(b)* | |  | 1,919 | |  |  | 4,956 | |  |  | — | |  |  | 15,211 | |  | — | |  |
|  | Legal/Tax related matters *(a)* | |  | (32,569) | |  |  | (1,202) | |  |  | — | |  |  | 38,229 |  |  | — | |  |
|  | Other (b) | |  | — |  |  |  | — |  |  |  | — |  |  |  | 990 |  |  | — |  |  |
|  | Non-GAAP net income | | $ | 231,776 |  |  | $ | 118,708 | | $ | | 145,338 | | $ | | 382,357 |  | $ | 449,732 | |  |
| GAAP weighted average shares - diluted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 659,739 | |  |  | 648,110 | |  |  | 630,810 | |  |  | 647,863 |  |  | 630,997 | |  |
|  | Non-GAAP adjustment | |  | 4,297 |  |  |  | 3,651 | |  |  | 1,740 | |  |  | 2,938 |  |  | 168 | |  |
| Non-GAAP weighted average shares diluted *(c)* | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 664,036 |  |  |  | 651,761 | |  |  | 632,550 | |  |  | 650,801 |  |  | 631,165 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | GAAP diluted net income per share | | $ | 0.31 |  |  | $ | 0.09 | | $ | | 0.11 | | $ | | 0.23 |  | $ | 0.34 | |  |
| Non-GAAP diluted net income per share | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | 0.35 | | $ | | 0.18 | | $ | | 0.23 | | $ | | 0.59 |  | $ | 0.71 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | GAAP gross profit: | | $ | 461,481 | | $ | | 352,561 | | $ | | 411,909 | | $ | | 1,077,846 |  | $ | 1,263,804 | |  |
|  | Stock-based compensation | |  | 2,389 | |  |  | 1,810 | |  |  | 1,795 | |  |  | 8,315 |  |  | 8,623 | |  |
|  | Other | |  | — |  |  |  | — |  |  |  | — |  |  |  | 990 |  |  | — |  |  |
| Non-GAAP gross profit | | | $ | 463,870 | | $ | | 354,371 | | $ | | 413,704 | | $ | | 1,087,151 |  | $ | 1,272,427 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | GAAP gross profit as a % of revenue | |  | 57.5% | |  |  | 55.0% | |  |  | 52.1% | |  |  | 54.8% | |  | 51.8% | |  |
|  | Stock-based compensation | |  | 0.3% | |  |  | 0.3% | |  |  | 0.2% | |  |  | 0.4% | |  | 0.4% | |  |
|  | Other | |  | — |  |  |  | — |  |  |  | — |  |  |  | 0.0% | |  | — | |  |
| Non-GAAP gross profit | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 57.8% | |  |  | 55.3% | |  |  | 52.3% | |  |  | 55.3% | |  | 52.2% | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | GAAP research and development: | | $ | 212,873 | | $ | | 196,190 | | $ | | 234,222 | | $ | | 615,152 |  | $ | 722,411 | |  |
|  | Stock-based compensation | |  | (24,134) | |  |  | (22,193) | |  |  | (30,607) | |  |  | (68,064) | |  | (93,537) | |  |
|  | Restructuring | |  | (1,338) | |  |  | (3,526) | |  |  | — | |  |  | (10,704) | |  | — | |  |
|  | Legal/Tax settlement | |  | — |  |  |  | 1,820 | |  |  | — | |  |  | 1,820 |  |  | — | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Non-GAAP research and development | | $ | 187,401 |  |  | $ | 172,291 | | $ | | 203,615 | | $ | | 538,204 |  | $ | 628,874 | |  |
| GAAP selling and marketing: | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | 35,442 | | $ | | 32,907 | | $ | | 41,158 | | $ | | 102,260 |  | $ | 129,080 | |  |
|  | Stock-based compensation | |  | (4,087) | |  |  | (3,659) | |  |  | (6,896) | |  |  | (11,457) | |  | (20,403) | |  |
|  | Restructuring | |  | (51) | |  |  | (523) | |  |  | — | |  |  | (1,839) | |  | — | |  |
|  | Legal/Tax settlement | |  | — |  |  |  | 659 | |  |  | — | |  |  | 659 |  |  | — | |  |
| Non-GAAP selling and marketing | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | 31,304 |  |  | $ | 29,384 | | $ | | 34,262 | | $ | | 89,623 |  | $ | 108,677 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | GAAP general and administrative: | | $ | 16,660 | | $ | | 29,469 | | $ | | 28,869 | | $ | | 148,856 |  | $ | 72,809 | |  |
|  | Stock-based compensation | |  | (3,767) | |  |  | (2,353) | |  |  | (280) | |  |  | (8,204) | |  | (9,868) | |  |
|  | Restructuring | |  | (530) | |  |  | (907) | |  |  | — | |  |  | (2,668) | |  | — | |  |
|  | Legal/Tax settlement | |  | — |  |  |  | 158 | |  |  | — | |  |  | (71,842) | |  | — | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Non-GAAP general and administrative | | $ | 12,363 |  |  | $ | 26,367 | | $ | | 28,589 | | $ | | 66,142 |  | $ | 62,941 | |  |
| GAAP provision (benefit) for income taxes: | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | (32,916) | | $ | | 9,335 | | $ | | 13,443 | | $ | | (21,563) | | $ | 28,300 | |  |
|  | Tax reserve reversal | |  | 27,317 | |  |  | — | |  |  | — | |  |  | 27,317 |  |  | — | |  |
|  | Income tax payable adjustment | |  | 5,252 |  |  |  | — |  |  |  | — |  |  |  | 5,252 |  |  | — |  |  |
|  | Non-GAAP provision (benefit) for income taxes | | $ | (347) | | $ | | 9,335 | | $ | | 13,443 | | $ | | 11,006 | | $ | 28,300 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

1. Fiscal quarter ended October 31, 2009 includes a $27.3 million benefit as a result of the expiration of the statute of limitations related to a tax contingency reserve. In addition, a $5.3 million income tax benefit was recorded relating to the adjustment of a prior year deferred tax asset. Fiscal quarter ended August 1, 2009 includes the net impact of our payroll related settlement with the IRS on related to our historical stock option granting practices. As the composition of the settlement was different than the initial reserve, the net benefit includes a $2.6 million benefit to operating expense with an offset of $1.4 million of interest expense. The nine months ended October 31, 2009 also includes the $72 million charge taken in fiscal Q1’10 in connection with the settlement of the class action litigation.
2. Amount represents restructuring related costs including severance costs from reductions in force, asset impairment charges and facilities consolidation charges. The nine months ended October 31, 2009 including under-utilization charges related to the rampdown of the Malaysia test operations.
3. For purposes of calculating non-GAAP diluted net income per share, the GAAP diluted weighted average shares outstanding is adjusted to exclude the benefits of SFAS 123R compensation costs attributable to future services and not yet recognized in the financial statements that are treated as proceeds assumed to be used to repurchase shares under the GAAP treasury method.

6

**Marvell Technology Group Ltd.**

**Condensed Consolidated Balance Sheets**

**(Unaudited)**

**(In thousands)**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **October 31,** | | | **January 31,** | | |  |
|  |  |  | **2009** |  |  | **2009** |  |  |
| **Assets** |  |  |  |  |  |  |  |  |
| Current assets: |  |  |  |  |  |  |  |  |
| Cash, cash equivalents, and short-term investments | $ | | 1,464,187 | | $ | 951,909 | |  |
| Accounts receivable, net |  |  | 394,319 | |  | 222,101 | |  |
| Inventories |  |  | 239,209 | |  | 310,654 | |  |
| Prepaid expenses, deferred income taxes and other current assets |  |  | 72,796 |  |  | 75,651 |  |  |
| Total current assets |  |  | 2,170,511 | |  | 1,560,315 | |  |
| Property and equipment, net |  |  | 349,276 | |  | 390,853 | |  |
| Long-term investments |  |  | 39,274 | |  | 40,541 | |  |
| Goodwill and acquired intangible assets, net |  |  | 2,201,016 | |  | 2,284,164 | |  |
| Other non-current assets |  |  | 127,643 |  |  | 138,327 |  |  |
| Total assets | $ | | 4,887,720 | | $ | 4,414,200 | |  |
|  |  |  |  |  |  |  |  |  |
| **Liabilities and Shareholders’ Equity** |  |  |  |  |  |  |  |  |
| Current liabilities: |  |  |  |  |  |  |  |  |
| Accounts payable | $ | | 317,233 | | $ | 139,028 | |  |
| Accrued liabilities |  |  | 201,033 | |  | 175,135 | |  |
| Income taxes payable |  |  | 14,671 | |  | 35,803 | |  |
| Deferred income |  |  | 71,273 | |  | 57,895 | |  |
| Current portion of capital lease obligations |  |  | 1,901 |  |  | 1,787 |  |  |
| Total current liabilities |  |  | 606,111 | |  | 409,648 | |  |
| Capital lease obligations, net of current portion |  |  | 1,011 | |  | 2,451 | |  |
| Other long-term liabilities |  |  | 174,298 |  |  | 173,034 |  |  |
| Total liabilities |  |  | 781,420 | |  | 585,133 | |  |
| Shareholders’ equity: |  |  |  |  |  |  |  |  |
| Common stock |  |  | 1,249 | |  | 1,233 | |  |
| Additional paid-in capital |  |  | 4,501,258 | |  | 4,372,265 | |  |
| Accumulated other comprehensive income (loss) |  |  | (1,129) | |  | (718) | |  |
| Accumulated deficit |  |  | (395,078) | |  | (543,713) | |  |
| Total shareholders’ equity |  |  | 4,106,300 |  |  | 3,829,067 |  |  |
| Total liabilities and shareholders’ equity | $ | | 4,887,720 | | $ | 4,414,200 | |  |
|  | 7 |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

**Marvell Technology Group Ltd.**

**Condensed Consolidated Statements of Cash Flows**

**(Unaudited)**

**(in thousands)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | **Three Months Ended** | | | | | |  | **Nine Months Ended** | | | | |  |
|  |  | **October 31,** | | |  | **November 1,** | |  | **October 31,** | | | **November 1,** | |  |  |
|  |  |  | **2009** |  |  |  | **2008** |  |  | **2009** |  |  | **2008** |  |  |
|  | Cash flows from operating activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Net income | $ | 201,599 | | $ | | 70,946 |  | $ | 148,635 | | $ | 212,252 | |  |
|  | Adjustments to reconcile net income to net cash provided by operating activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Depreciation and amortization |  | 24,571 | |  |  | 29,136 |  |  | 74,976 | |  | 85,786 | |  |
|  | Stock-based compensation |  | 34,377 | |  |  | 39,578 |  |  | 96,040 | |  | 132,431 | |  |
|  | Amortization and write-off of acquired intangible assets |  | 26,450 | |  |  | 34,814 |  |  | 83,252 | |  | 105,049 | |  |
|  | Fair market value adjustment to Intel inventory sold |  | (10,807) | |  |  | (3,406) | |  | (13,883) | |  | (14,163) | |  |
|  | Excess tax benefits from stock-based compensation |  | (136) | |  |  | 138 |  |  | (205) | |  | (356) | |  |
|  | Deferred income taxes |  | 263 | |  |  | — | |  | 6,131 | |  | — | |  |
|  | Changes in assets and liabilities, net of assets acquired and liabilities assumed in |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | acquisitions: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted cash |  | 24,500 | |  |  | — | |  | 24,500 | |  | (24,500) | |  |
|  | Accounts receivable |  | (65,857) | |  |  | 72,810 |  |  | (172,218) | |  | (65,816) | |  |
|  | Inventories |  | (17,039) | |  |  | (7,477) | |  | 83,548 | |  | 95,850 | |  |
|  | Prepaid expenses and other assets |  | (1,362) | |  |  | 19,037 |  |  | 7,559 | |  | 61,847 | |  |
|  | Accounts payable |  | 38,281 | |  |  | (11,882) | |  | 172,062 | |  | (6,004) | |  |
|  | Accrued liabilities and other |  | (82,687) | |  |  | 10,306 |  |  | (13,628) | |  | (23,693) | |  |
|  | Accrued employee compensation |  | 36,123 | |  |  | 7,664 |  |  | 35,149 | |  | 17,659 | |  |
|  | Income taxes payable |  | (33,988) | |  |  | (5,914) | |  | (29,060) | |  | (100) | |  |
|  | Deferred income |  | 29,246 | |  |  | 2,715 |  |  | 27,538 | |  | (4,700) | |  |
|  | Net cash provided by operating activities |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 203,534 | |  |  | 258,465 |  |  | 530,396 | |  | 571,542 | |  |
|  | Cash flows from investing activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Purchases of investments |  | (426,998) | |  |  | — | |  | (426,998) | |  | (10,172) | |  |
|  | Sales and maturities of short-term and long-term investments |  | 10,268 | |  |  | 5,388 |  |  | 10,318 | |  | 29,181 | |  |
|  | Purchases of technology licenses |  | — | |  |  | (1,400) | |  | (12,550) | |  | (2,650) | |  |
|  | Purchases of property and equipment |  | (7,629) | |  |  | (12,780) | |  | (14,808) | |  | (59,312) | |  |
|  | Net cash used in investing activities |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (424,359) | |  |  | (8,792) | |  | (444,038) | |  | (42,953) | |  |
|  | Cash flows from financing activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Proceeds from the issuance of common shares |  | 13,728 | |  |  | 12,797 |  |  | 34,749 | |  | 80,453 | |  |
|  | Principal payments on capital lease and debt obligations |  | (451) | |  |  | (101,634) | |  | (1,326) | |  | (205,039) | |  |
|  | Excess tax benefits from stock-based compensation |  | 136 | |  |  | (138) | |  | 205 | |  | 356 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Net cash provided by (used in) financing activities |  | 13,413 | |  |  | (88,975) | |  | 33,628 | |  | (124,230) | |  |
| Net increase in cash and cash equivalents | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (207,412) | |  |  | 160,698 |  |  | 119,986 | |  | 404,359 | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Cash and cash equivalents at beginning of period |  | 1,254,807 | |  |  | 859,309 |  |  | 927,409 | |  | 615,648 | |  |
| Cash and cash equivalents at end of period | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| $ | 1,047,395 | | $ | | 1,020,007 |  | $ | 1,047,395 | | $ | 1,020,007 | |  |
| 8 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |