
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of Registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

77-0481679
(I.R.S. Employer
Identification Number)

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
(441) 296-6395
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Marvell Technology Group Ltd.
Amended and Restated 1995 Stock Option Plan, as amended
Marvell Technology Group Ltd.
2000 Employee Stock Purchase Plan, as amended and restated
(Full title of the plan)

Tom Savage
Vice President, Global Legal Affairs and Governmental Policy
Marvell Semiconductor, Inc.
5488 Marvell Lane
Santa Clara, California 95054
(408) 222-2500
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Carmen Chang, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer☒

Accelerated filer☐

Non-accelerated filer☐ (Do not check if a smaller reporting company)

Smaller reporting company☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee (3)
Common shares, par value \$0.002 per share, to be issued under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan, as amended	30,880,318 shares	\$16.685	\$515,238,105.83	\$28,750.29
Common shares, par value \$0.002 per share, to be issued under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended and restated	8,000,000 shares	\$16.685	\$133,480,000.00	\$7,448.18
Total Registration Fee	N/A	N/A	N/A	\$36,198.47

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers shares issued pursuant to certain anti-dilution provisions as set forth in the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan, as amended, and the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended and restated, including, without limitation, shares issued as a result of any stock split, stock dividend, recapitalization or any other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the Registrant’s outstanding common shares.
- (2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Registrant’s common shares as reported on the Nasdaq Global Select Market on December 3, 2009, which amount was \$16.685 per share.
- (3) Amount of the Registration Fee was calculated pursuant to Section 6(b) of the Securities Act, and was determined by multiplying the aggregate offering amount by 0.0000558.

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement on Form S-8 is being filed by Marvell Technology Group Ltd. (“Marvell” or the “Registrant”) to register an additional 30,880,318 of its common shares, par value \$0.002 per share (“Common Shares”), issuable to holders of options issued under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan, as amended (the “1995 Stock Plan”) and an additional 8,000,000 Common Shares issuable to employees of Marvell and certain of its subsidiaries under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended and restated (the “2000 ESPP”), and consists of only those items required by General Instruction E to Form S-8.

The contents of Marvell’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on June 26, 2000 (Registration No. 333-40152), February 21, 2001 (Registration No. 333-55974), May 1, 2002 (Registration No. 333-87322), May 2, 2003 (Registration No. 333-104925), August 28, 2003 (Registration No. 333-108334), April 13, 2004 (Registration No. 333-114434), April 14, 2005 (Registration No. 333-124072), April 13, 2006 (Registration No. 333-133281), January 11, 2008 (Registration No. 333-148621) and June 20, 2008 (Registration No. 333-151816), each of which relates to the 1995 Stock Plan, are incorporated herein by reference and made a part hereof.

The contents of Marvell’s Registration Statements on Form S-8 previously filed with the Commission on June 26, 2000 (Registration No. 333-40154), February 28, 2001 (Registration No. 333-56322), May 1, 2002 (Registration No. 333-87322), May 2, 2003 (Registration No. 333-104925), April 13, 2004 (Registration No. 333-114434), April 14, 2005 (Registration No. 333-124072), April 13, 2006 (Registration No. 333-133281), January 11, 2008 (Registration No. 333-148621) and June 20, 2008 (Registration No. 333-151816), each of which relates to the 2000 ESPP, are incorporated herein by reference and made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information previously filed with the Commission by Marvell are hereby incorporated by reference in this Registration Statement unless otherwise noted:

- Marvell’s Annual Report on Form 10-K for the fiscal year ended January 31, 2009, filed with the Commission on April 1, 2009.
- Marvell’s Quarterly Report on Form 10-Q for the quarterly period ended May 2, 2009, filed with the Commission on June 11, 2009.
- Marvell’s Quarterly Report on Form 10-Q for the quarterly period ended August 1, 2009, filed with the Commission on September 10, 2009.
- Marvell’s Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2009, filed with the Commission on December 9, 2009.
- Marvell’s Current Reports on Form 8-K filed with the Commission on March 5, 2009, May 28, 2009 (two filings), June 9, 2009, June 22, 2009, August 27, 2009, October 26, 2009, October 28, 2009, November 18, 2009 and December 3, 2009. With respect to such Current Reports on Form 8-K, Marvell specifically excludes from incorporation such information that has been furnished and not filed pursuant to Item 2.02, Item 7.01 and/or Item 9.01.

- The description of the Common Shares contained in Marvell's Registration Statement on Form 8-A as filed with the Commission on June 22, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

All documents subsequently filed by Marvell pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to the Registration Statement that indicates that all of the Common Shares offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Set forth below is a description of certain provisions of the Companies Act of 1981 of Bermuda (the "Companies Act"), Marvell's Memorandum of Association, as presently in effect (the "Memorandum of Association"), and Marvell's Second Amended and Resated Bye-laws (the "Bye-laws"), as such provisions relate to the indemnification of its directors and officers. This description is intended only as a summary and is qualified in its entirety by reference to the applicable provisions of the Companies Act, the Memorandum of Association and the Bye-laws, which are incorporated herein by reference.

The Companies Act permits Marvell to indemnify its directors or officers in their capacity as such in respect of any loss arising or liability attaching to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which a director or officer may be guilty in relation to Marvell other than in respect of his own fraud or dishonesty.

The Bye-laws provide that every director, officer and committee member be indemnified against any liability, loss, damage or expense incurred or suffered in such capacity, subject to limitations imposed in the Companies Act.

The Bye-laws further provide that each shareholder agree to waive any claim or right of action against any director or officer, in respect of any failure to act or any action taken by such director or officer in the performance of his duties with or for Marvell. The waiver does not extend to claims arising under United States federal securities laws or any claims or rights of action arising from the fraud or dishonesty of the director or officer.

Marvell has agreed to indemnify certain current and former directors and officers of Marvell and current and former officers and employees of its subsidiary, Marvell Semiconductor, Inc. ("MSI"), for reasonable costs and expenses incurred by such individuals in connection with certain civil actions and governmental investigations relating to Marvell's historic stock option granting practices. Marvell's agreement to pay reasonable fees and costs is subject to each individual's agreement to reimburse Marvell in the event that it is subsequently determined by Marvell or a court of law that the individual is not entitled to indemnification under the Bye-laws or MSI's bye-laws or applicable law.

Marvell has entered into indemnification agreements with certain officers that may be sufficiently broad to permit indemnification of such officers for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Appleby
10.1	Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.24 to Marvell's Quarterly Report on Form 10-Q for the quarter ended July 30, 2005, as filed on September 8, 2005
10.2	Amendment to the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.1 to Marvell's Quarterly Report on Form 10-Q for the quarter ended October 31, 2009, as filed on December 9, 2009
10.3	Form of Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.21 to Marvell's Annual Report on Form 10-K for the year ended January 28, 2006, as filed on April 13, 2006
10.4	Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.1 of Marvell's Current Report on Form 8-K as filed on December 17, 2008 (for options granted on or after December 4, 2008)
10.5	Form of Restricted Stock Unit Agreement, incorporated by reference to Exhibit 10.34 of Marvell's Annual Report on Form 10-K for the year ended January 27, 2007 as filed on July 2, 2007
10.6	Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.2 of Marvell's Current Report on Form 8-K as filed on December 17, 2008 (for RSUs granted on or after December 4, 2008)
10.7	Amended and Restated 1995 Stock Option Plan Restricted Stock Agreement, incorporated by reference to Exhibit 10.20 of Marvell's Annual Report on Form 10-K for the year ended January 28, 2006 as filed on April 13, 2006
10.8	2000 Employee Stock Purchase Plan (as amended and restated as of October 22, 2009), incorporated by reference to Exhibit 10.1 of Marvell's Current Report on Form 8-K as filed on October 28, 2009
10.9	2000 Employee Stock Purchase Plan Form of Subscription Agreement, incorporated by reference to Exhibit 10.3 to Marvell's Quarterly Report on Form 10-Q for the quarter ended October 31, 2009, as filed on December 9, 2009
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2	Consent of Appleby (included in Exhibit 5.1)
24.1	Power of Attorney (included in signature page to this Registration Statement)

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was

registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to the information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant’s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act, and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 10th day of December 2009.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ DR. SEHAT SUTARDJA
Name: **Dr. Sehat Sutardja**
Title: **President and Chief Executive Officer**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. Sehat Sutardja and Clyde R. Hosein and each of them, acting individually, as his attorney-in-fact, with full power of substitution, for him and in any and all capacities, to sign any and all amendments to this Registration Statement on this Form S-8 (including any post-effective amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ DR. SEHAT SUTARDJA</u> Dr. Sehat Sutardja	Chairman of the Board, President and Chief Executive Officer <i>(Principal Executive Officer)</i>	December 10, 2009
<u>/s/ CLYDE R. HOSEIN</u> Clyde R. Hosein	Chief Financial Officer, Interim Chief Operating Officer and Secretary <i>(Principal Financial and Accounting Officer)</i>	December 10, 2009
<u>/s/ DR. PANTAS SUTARDJA</u> Dr. Pantas Sutardja	Director, Vice President, Chief Technology Officer and Chief Research and Development Officer	December 10, 2009
<u>/s/ KUO WEI (HERBERT) CHANG</u> Kuo Wei (Herbert) Chang	Director	December 10, 2009
<u>/s/ DR. JUERGEN GROMER</u> Dr. Juergen Gromer	Director	December 10, 2009
<u>/s/ DR. TA-LIN HSU</u> Dr. Ta-lin Hsu	Director	December 10, 2009
<u>/s/ DR. JOHN G. KASSAKIAN</u> Dr. John G. Kassakian	Director	December 10, 2009
<u>/s/ ARTURO KRUEGER</u> Arturo Krueger	Director	December 10, 2009

EXHIBIT INDEX

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24.1	Power of Attorney (included in signature page to this Registration Statement)

e-mail:
mjones@applebyglobal.com

direct dial:
Tel (441) 298 3223
Fax (441) 298 3479

your ref:

appleby ref:
MJ/jr/124194.34

Marvell Technology Group Ltd.
Argyle House
41A Cedar Avenue
Hamilton HM 12
Bermuda

Dear Sirs

10 December 2009

U. S. Securities and Exchange Commission Registration Statement on Form S-8

We have acted as attorneys in Bermuda for Marvell Technology Group Ltd., a Bermuda company (the “Company”), in connection with its filing with the United States Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) with respect to 30,880,318 of the Company’s common shares, par value US\$0.002 per share, to be issued pursuant to the terms of the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan (as amended through June 10, 2009); and 8,000,000 of the Company’s common shares, par value US\$0.002 per share to be issued pursuant to the terms of the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan (as amended and restated as of October 22, 2009) (together, the “Common Shares”).

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the Schedule to this opinion (the “Documents”) together with such other documentation as we have considered requisite to this opinion.

Assumptions

In stating our opinion we have assumed:

- (a) the authenticity, accuracy and completeness of all Documents and other documentation examined by us submitted to us as originals and the conformity to authentic original documents of all Documents and other documentation submitted to us as certified, conformed, notarised or photostatic copies;
- (b) the genuineness of all signatures on the Documents;

- (c) that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;
- (d) that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would have a material effect on any of the opinions herein expressed;
- (e) that all representations and factual statements appearing in the Registration Statement, the Plans and the Resolutions, other than as to the laws of Bermuda, are true, accurate and complete in all material respects;
- (f) that the Resolutions are in full force and effect and have not been rescinded, either in whole or in part, and accurately record: (i) the resolutions passed by the Board of Directors and Members of the Company in meetings which were duly convened and at which a duly constituted quorum was present and voting throughout (ii) resolutions adopted by all the Directors of the Company as unanimous written resolutions of the Board of Directors; and (iii) resolutions adopted by all the Members of the Company as unanimous written resolutions of the Members of the Company; and further that there is no matter affecting the authority of the Directors to effect the issue of the Common Shares by the Company under the terms of the Plans, not disclosed by the Constitutional Documents or the Resolutions, which would have any adverse implication in relation to the opinions expressed herein;
- (g) that any awards granted under the Plans relevant to this opinion (each an “Award” and collectively, the “Awards”) will constitute the legal, valid and binding obligations of the parties thereto, other than the Company;
- (h) that each Director of the Company, when the Board of Directors of the Company passed the Board Resolutions, discharged his fiduciary duty owed to the Company and acted honestly and in good faith with a view to the best interests of the Company;
- (i) that the Company has entered into its obligations under the Plans in good faith for the purpose of carrying on its business and that, at the time it did so, there were reasonable grounds for believing that the transactions contemplated in the respective Plan would benefit the Company;

- (j) that at the time of issue by the Executive Compensation Committee of the Board of Directors (the “Committee”) of any Award, or any Common Shares pursuant to any such Award, such Committee was duly constituted and at the date hereof remains a duly constituted committee of the Board of Directors of the Company having the necessary powers and authorities to issue Awards and Common Shares pursuant to the Plans;
- (k) that the approval of the issue of any Award and of any Common Shares issued pursuant to any such Award will be duly made either at a duly convened and quorate meeting of the Board of Directors of the Company, or at a duly convened and quorate meeting of the Committee in a manner complying with the terms of the Bye-laws of the Company then in force and within the authority then given to the Committee by the Board of Directors of the Company;
- (l) that when the issue of any Common Shares under the Plans is authorised, the issue price will not be less than the par value of the Common Shares and that the Company will have sufficient authorised share capital to effect such issue and will continue to hold the necessary permission from the Bermuda Monetary Authority for such share issue;
- (m) that in any case where Common Shares are issued by the Company pursuant to the Plans on the terms of an Award that does not require the allottee to pay to the Company a cash subscription price for such Common Shares, the Company will receive prior to the allotment of shares either a transfer to it of assets or the provision of services by the allottee with a fair value at least equivalent to the aggregate par value of the Common Shares issued to him pursuant to that Award;
- (n) that when filed with the United States Securities and Exchange Commission, the Registration Statement will not differ in any material respect from the electronic copy referred to in paragraph 1 of the Schedule;
- (o) that the records which were the subject of the Company Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Company Search been materially altered; and

- (p) that the records which were the subject of the Litigation Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Litigation Search been materially altered.

Opinion

Based upon and subject to the foregoing and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that:

- (1) The Company is an exempted company incorporated with limited liability and is validly existing and in good standing under the laws of Bermuda and has all requisite corporate power and authority to issue the Common Shares.
- (2) When issued pursuant to the applicable Resolutions and the Plans, all necessary corporate action required to be taken by the Company in connection with the issue by the Company of the Common Shares pursuant to Bermuda law will have been taken by or on behalf of the Company, and all necessary approvals of Governmental authorities in Bermuda have been duly obtained for the issue by the Company of the Common Shares.
- (3) When the Common Shares have been issued and paid for pursuant to and in accordance with the terms and conditions referred to or summarized in the applicable Resolutions and the Plans, the Common Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.
- (4) There are no taxes, duties or other charges payable to or chargeable by the Government of Bermuda, or any authority or agency thereof, in respect of the issue of the Common Shares.

Reservations

We have the following reservations:

- (a) We express no opinion as to any law other than Bermuda law and none of the opinions expressed herein relates to compliance with or matters governed by the laws of any jurisdiction except Bermuda. This opinion is limited to Bermuda law as applied by the courts of Bermuda at the date hereof.

- (b) Any reference in this opinion to Common Shares being “non-assessable” shall mean, in relation to fully paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of such Common Shares, that no shareholder shall be bound by an alteration to the Memorandum of Association or Bye-laws of the Company after the date on which he or she became a shareholder, if and so far as the alteration requires him or her to take, or subscribe for additional shares, or in any way increases his or her liability to contribute to the share capital of, or otherwise to pay money to, the Company.
- (c) Searches of the Register of Companies at the office of the Registrar of Companies are not conclusive and it should be noted that the Register of Companies does not reveal:
 - (i) details of matters which have been lodged for filing or registration which as a matter of general practice of the Registrar of Companies would have or should have been disclosed on the public file but have not actually been registered or to the extent that they have been registered have not been disclosed or do not appear in the public records at the date and time the search is concluded; or
 - (ii) details of matters which should have been lodged for registration but have not been lodged for registration at the date the search is concluded.
- (d) In order to issue this opinion we have carried out the Searches as referred to in paragraphs 5 and 6 of the Schedule and have not enquired as to whether there has been any change since the date of the Searches.
- (e) In opinion paragraph (1) above the term “good standing” means that the Company has received a Certificate of Compliance issued by the Registrar of Companies.

Disclosure

This opinion is addressed to you in connection with the registration of the Common Shares with the United States Securities and Exchange Commission. Further, this opinion speaks as of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. We hereby consent to the inclusion of the opinion as an exhibit to the Registration Statement.

10 December 2009

This opinion is governed by and is to be construed in accordance with Bermuda law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Bermuda.

Yours faithfully

/s/ Appleby
APPLEBY

SCHEDULE

1. An electronic copy of the Form S-8 Registration Statement received on 10 December 2009 (excluding the exhibits and excluding the documents incorporated by reference).
2. An electronic copy of the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan (as amended through June 10, 2009).
3. An electronic copy of the Marvell Technology Group Ltd. Amended 2000 Employee Stock Purchase Plan (as amended and restated as of October 22, 2009).

(The documents listed in 2 and 3 above are each referred to herein as a “Plan” and collectively as the “Plans”).

4. Copies of the Written Resolution of the Board of Directors of the Company effective on 18 April 1995, the Minutes of the Meeting of the Board of Directors of the Company held on 28 January 1997, the Minutes of the Meeting of the Board of Directors of the Company held on 8 May 2000, the Written Resolution of the Board of Directors of the Company effective on 8 February 2001, the Minutes of the Meeting of the Board of Directors of the Company held on 6 May 2001, the Written Resolution of the Board of Directors of the Company effective on 1 May 2003, Minutes of the Meeting of the Board of Directors of the Company held on 7 May 2003, the Written Resolutions of the Board of Directors of the Company effective on 1 June 2007, the Minutes of the Meeting of the Board of Directors of the Company held on 21 March 2008, the Minutes of the Meeting of the Board of Directors of the Company held on June 10, 2009 and the Minutes of the Meeting of the Board of Directors of the Company held on October 22, 2009 (collectively, the “Board Resolutions”), the Written Resolution of the Members of the Company effective 11 April 1995, the Minutes of the Meeting of the Members of the Company held on 5 August 1997, the Minutes of the Meeting of the Members of the Company held on 17 June 2000, the Minutes of the Meeting of the Members of the Company held on 21 June 2001 and the Minutes of the Meeting of the Members of the Company held on 27 June 2003 (the “Members’ Resolutions” and together with the Board Resolutions, the “Resolutions”).

5. The entries and filings shown in respect of the Company on the file of the Company maintained in the Register of Companies at the office of the Registrar of Companies in Hamilton, Bermuda, as revealed by a search done on 10 December 2009 (the “Company Search”).
6. The entries and filings shown in respect of the Company in the Supreme Court Causes Book maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a search done on 10 December 2009 (the “Litigation Search”).
(The Company Search and the Litigation Search are collectively referred to as the “Searches”).
7. An electronic copy of an Officer’s Certificate dated 10 December 2009 signed by Cyde Hosein, Secretary of Marvell Technology Group Ltd., attaching true and correct copies of the Certificate of Incorporation, Memorandum of Association and the Second Amended and Restated Bye-laws of the Company incorporating all amendments to 21 June 2001 (collectively referred to as the “Constitutional Documents”).
8. A copy of the permission dated 31 May 2000 given by the Bermuda Monetary Authority under the Exchange Control Act (1972) and related regulations for the issue of shares in the capital of the Company.
9. A copy of the Notice to the Public dated 1 June 2005 issued by the Bermuda Monetary Authority under the Exchange Control Act 1972 and related regulations which grants general permission for the issue and transferability of Equity Securities of a Bermuda company which are listed on an Appointed Stock exchange, from and/or to a person who is non-resident in Bermuda, for as long as the Equity Securities of the company remain so listed.
10. A Certificate of Compliance issued by the Registrar of Companies and dated 10 December 2009.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Marvell Technology Group Ltd.'s Annual Report on Form 10-K for the year ended January 31, 2009.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
San Jose, California
December 9, 2009