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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 20, 2010**

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**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

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**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.)

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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))
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## 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 May 20, 2010, Marvell Technology Group Ltd. (“Marvell”) issued a press release regarding its financial results for its first fiscal quarter ended May 1, 2010. 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 expenses 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-based compensation 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 customer relationships of acquired businesses. Management considers these charges non-cash in nature and unrelated to Marvell’s core operating performance.

- *Restructuring.* Restructuring represents charges that are not directly related to Marvell's ongoing or core business results. Management regularly excludes 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, in the 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 stock-based 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.**

(d) Exhibits.

99.1 Press Release dated May 20, 2010.

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 20, 2010

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ CLYDE R. HOSEIN  
Clyde R. Hosein  
Chief Financial Officer and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 20, 2010.

**For further information, contact:**

Jeff Palmer  
Investor Relations  
408-222-8373  
[jpalmer@marvell.com](mailto:jpalmer@marvell.com)

Tom Hayes  
Corporate Communications  
408-222-2815  
[tom@marvell.com](mailto:tom@marvell.com)

**Marvell Technology Group Ltd. Reports First Quarter of Fiscal 2011 Results**

***Revenue: \$856 Million, Up 2 Percent Sequentially***  
***GAAP Net Income: \$206 Million, \$0.30 per share EPS***  
***Free Cash Flow: \$237 Million, 28 Percent of Revenue***

**Santa Clara, California (May 20, 2010)** — Marvell Technology Group Ltd. (NASDAQ: MRVL), a global leader in integrated silicon solutions today reported financial results for the first quarter of fiscal 2011, ended May 1, 2010.

Net revenue for the first quarter of fiscal 2011 was \$856 million, a 64 percent increase from \$521 million in the first quarter of fiscal 2010, ended May 2, 2009, and a 2 percent sequential increase from \$843 million in the fourth quarter of fiscal 2010, ended January 30, 2010.

GAAP net income was \$206 million, or \$0.30 per share (diluted), for the first quarter of fiscal 2011, compared with a GAAP net loss of \$111 million, or \$0.18 per share (diluted), for the first quarter of fiscal 2010. GAAP net income in the fourth quarter of fiscal 2010 was \$205 million, or \$0.31 per share (diluted).

Non-GAAP net income was \$260 million, or \$0.38 per share (diluted), for the first quarter of fiscal 2011, as compared with non-GAAP net income of \$32 million, or \$0.05 per share (diluted), for the first quarter of fiscal 2010. Non-GAAP net income for the fourth quarter of fiscal 2010 was \$266 million, or \$0.40 per share (diluted).

“The results for our first quarter are another clear demonstration that the business goals we put in place over the last year are delivering positive benefits,” said Dr. Sehat Sutardja, Marvell’s Chairman and Chief Executive Officer. “Sales due to new customer programs and of new products, especially our mobile and wireless

products were a significant driver of growth in the most recent quarter. We continue to believe the product development efficiency of our global workforce will enable us to deliver new products in a timely manner that will enable Marvell to grow in excess of the overall semiconductor industry.”

Marvell reports net income (loss), basic and diluted net income (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 (loss) to non-GAAP net income for the three months ended May 1, 2010, January 30, 2010 and May 2, 2009 appear in the financial statements below. Non-GAAP net income, where applicable, excludes the effect of stock-based compensation, amortization and write-offs of acquired intangible assets, restructuring costs and certain one-time expenses or benefits.

GAAP gross margin for the first quarter of fiscal 2011 was 59.8 percent, compared to 50.6 percent for the first quarter of fiscal 2010, and 59.7 percent for the fourth quarter of fiscal 2010.

Non-GAAP gross margin for the first quarter of fiscal 2011 was 60.6 percent, compared to 51.6 percent for the first quarter of fiscal 2010 and 60.0 percent for the fourth quarter of fiscal 2010.

Shares used to compute GAAP net income per diluted share for the first quarter of fiscal 2011 were 678 million shares, compared with 619 million shares in the first quarter of fiscal 2010 and 669 million shares in the fourth quarter of fiscal 2010. Shares used to compute non-GAAP net income per diluted share for the first quarter of fiscal 2011 were 681 million shares, compared with 637 million shares for the first quarter of fiscal 2010 and 672 million shares for the fourth quarter of fiscal 2010.

Cash flow from operations for the first quarter of fiscal 2011 was \$256 million, up from the \$145 million in the first quarter of fiscal 2010 and down from the \$281 million reported in the fourth quarter of fiscal 2010. Free cash flow for the first quarter of fiscal 2011 was \$237 million, compared to \$132 million in first quarter of fiscal 2010, and down from the \$253 million reported in the fourth quarter of fiscal 2010. Free cash flow as presented above is defined as cash flow from operations, less capital expenditures and purchases of IP licenses.

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## Conference Call

Marvell will be conducting a conference call on May 20, 2010 at 1:45 p.m. Pacific Time to discuss results for the first quarter of fiscal 2011. Interested parties may join the conference call by dialing **1-866-362-4829**, **pass-code 81729842**. The call will be webcast by Thomson Reuters and can be accessed at the Marvell Investor Relations website at <http://investor.marvell.com/> with a replay available following the call until June 20, 2010.

## 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 and also include the dilutive/antidilutive effects of common stock options and restricted stock.

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's website at [www.sec.gov](http://www.sec.gov) as well as on the Marvell website in the Investor Relations section at [www.marvell.com](http://www.marvell.com).



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## About Marvell

Marvell Technology Group Ltd. (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 term the "Company" and "Marvell" refer to Marvell Technology Group Ltd. and its subsidiaries. For more information please visit [www.marvell.com](http://www.marvell.com).

## Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding our ability to develop products efficiently and in a timely manner; our ability to grow in excess of the overall semiconductor industry; and statements concerning the Company's use of non-GAAP net income and net income per share 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 and other risks detailed in Marvell's SEC filings. When Marvell files its Form 10-Q for the first quarter of fiscal 2011, 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 the Marvell's latest Annual Report on Form 10-K for fiscal year 2010, ended January 30, 2010, 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.

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**  
**(In thousands, except per share amounts)**

	<b>Three Months Ended</b>		
	<b>May 1, 2010</b>	<b>January 30, 2010</b>	<b>May 2, 2009</b>
Net revenue	\$855,579	\$842,535	\$521,434
Cost of goods sold	343,985	339,790	257,630
Gross profit	511,594	502,745	263,804
Operating expenses:			
Research and development	219,111	213,024	206,089
Selling and marketing	38,423	37,144	33,910
General and administrative	23,108	22,506	102,728
Amortization and write-off of acquired intangible assets	22,549	24,282	30,356
Total operating expenses	303,191	296,956	373,083
Operating income (loss)	208,403	205,789	(109,279)
Interest and other income (expense), net	(3,752)	10,249	(160)
Income (loss) before income taxes	204,651	216,038	(109,439)
Provision (benefit) for income taxes	(1,116)	11,217	2,018
Net income (loss)	\$205,767	\$204,821	\$(111,457)
Basic net income (loss) per share	\$0.32	\$0.32	\$(0.18)
Diluted net income (loss) per share	\$0.30	\$0.31	\$(0.18)
Shares used in computing basic earnings (loss) per share	640,926	631,118	618,677
Shares used in computing diluted earnings (loss) per share	678,059	668,623	618,677

**Marvell Technology Group Ltd.**

**Reconciliation of GAAP Net Income to Non-GAAP Net Income:  
(Unaudited)  
(In thousands, except per share amounts)**

	Three Months Ended		
	May 1, 2010	January 30, 2010	May 2, 2009
GAAP net income (loss)	\$ 205,767	\$ 204,821	\$ (111,457)
Stock-based compensation	26,896	30,559	31,648
Amortization and write-off of acquired intangible assets	22,549	24,282	30,356
Restructuring (a)	586	6,452	8,336
Legal/Tax related matters (b)	4,373	—	72,000
Other (c)	—	—	990
Non-GAAP net income	<u>\$ 260,171</u>	<u>\$ 266,114</u>	<u>\$ 31,873</u>
GAAP weighted average shares - diluted	678,059	668,623	618,677
Non-GAAP adjustment	3,310	3,598	17,928
Non-GAAP weighted average shares diluted (d)	<u>681,369</u>	<u>672,221</u>	<u>636,605</u>
GAAP diluted net income (loss) per share	<u>\$ 0.30</u>	<u>\$ 0.31</u>	<u>\$ (0.18)</u>
Non-GAAP diluted net income per share	<u>\$ 0.38</u>	<u>\$ 0.40</u>	<u>\$ 0.05</u>
GAAP gross profit:	\$ 511,594	\$ 502,745	\$ 263,804
Stock-based compensation	2,236	2,375	4,116
Other	4,373	—	990
Non-GAAP gross profit	<u>\$ 518,203</u>	<u>\$ 505,120</u>	<u>\$ 268,910</u>
GAAP gross profit as a % of revenue	59.8%	59.7%	50.6%
Stock-based compensation	0.3%	0.3%	0.8%
Other	0.5%	—	0.2%
Non-GAAP gross profit	<u>60.6%</u>	<u>60.0%</u>	<u>51.6%</u>
GAAP research and development:	\$ 219,111	\$ 213,024	\$ 206,089
Stock-based compensation	(18,851)	(21,702)	(21,737)
Restructuring	(129)	(4,342)	(5,840)
Non-GAAP research and development	<u>\$ 200,131</u>	<u>\$ 186,980</u>	<u>\$ 178,512</u>
GAAP selling and marketing:	\$ 38,423	\$ 37,144	\$ 33,910
Stock-based compensation	(3,173)	(3,841)	(3,711)
Restructuring	—	1	(1,264)
Non-GAAP selling and marketing	<u>\$ 35,250</u>	<u>\$ 33,304</u>	<u>\$ 28,935</u>
GAAP general and administrative:	\$ 23,108	\$ 22,506	\$ 102,728
Stock-based compensation	(2,636)	(2,641)	(2,084)
Restructuring	(457)	(2,111)	(1,232)
Legal/Tax settlement	—	—	(72,000)
Non-GAAP general and administrative	<u>\$ 20,015</u>	<u>\$ 17,754</u>	<u>\$ 27,412</u>

- (a) Amounts represent restructuring related charges including severance costs from reductions in force, asset impairment and facilities charges.
- (b) Fiscal quarter ended May 1, 2010 includes an amount representing the portion of an IP litigation settlement related to previous fiscal years from 2003 through 2010. Fiscal quarter ended May 2, 2009 includes a \$72.0 million charge in connection with the settlement of the class action litigation.
- (c) Fiscal quarter ended May 2, 2009 includes underutilization charges recorded in connection with the rampdown of the Malaysia test operations.
- (d) 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 stock 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.

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Balance Sheets**  
(Unaudited)  
(In thousands)

	May 1, 2010	January 30, 2010
<b>Assets</b>		
Current assets:		
Cash, cash equivalents, and short-term investments	\$2,079,203	\$1,796,717
Accounts receivable, net	448,693	356,796
Inventories	206,643	241,541
Prepaid expenses and other current assets	62,640	70,491
Total current assets	2,797,179	2,465,545
Property and equipment, net	340,641	342,497
Long-term investments	34,235	34,281
Goodwill and acquired intangible assets, net	2,154,244	2,176,763
Other non-current assets	154,283	151,854
Total assets	<u>\$5,480,582</u>	<u>\$5,170,940</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 288,568	\$ 277,405
Accrued liabilities	197,398	207,877
Income taxes payable	18,275	19,992
Deferred income	83,329	59,396
Current portion of capital lease obligations	1,981	1,940
Total current liabilities	589,551	566,610
Capital lease obligations, net of current portion	—	511
Other long-term liabilities	191,303	185,840
Total liabilities	<u>780,854</u>	<u>752,961</u>
Shareholders' equity:		
Common stock	1,288	1,277
Additional paid-in capital	4,683,490	4,607,844
Accumulated other comprehensive loss	(560)	(885)
Retained earnings (accumulated deficit)	15,510	(190,257)
Total shareholders' equity	<u>4,699,728</u>	<u>4,417,979</u>
Total liabilities and shareholders' equity	<u>\$5,480,582</u>	<u>\$5,170,940</u>

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**(in thousands)**

	<b>Three Months Ended</b>	
	<b>May 1, 2010</b>	<b>May 2, 2009</b>
Cash flows from operating activities:		
Net income (loss)	\$ 205,767	\$ (111,457)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	23,078	25,375
Stock-based compensation	26,896	31,648
Amortization and write-off of acquired intangible assets	22,549	30,356
Fair market value adjustment to Intel inventory sold	(942)	(1,343)
Excess tax benefits from stock-based compensation	(185)	(29)
Amortization of marketable securities premium	2,035	—
Changes in assets and liabilities, net of assets acquired and liabilities assumed in acquisitions:		
Accounts receivable	(91,897)	(63,266)
Inventories	35,417	106,281
Prepaid expenses and other assets	10,381	14,330
Accounts payable	4,826	30,738
Accrued liabilities and other	2,298	63,455
Accrued employee compensation	(10,506)	13,033
Income taxes payable	1,941	1,343
Deferred income	23,933	4,065
Net cash provided by operating activities	255,591	144,529
Cash flows from investing activities:		
Purchases of investments	(187,878)	—
Sales and maturities of short-term, long-term and equity investments	149,440	—
Purchases of technology licenses	(2,250)	(9,300)
Purchases of property and equipment	(16,395)	(3,414)
Net cash used in investing activities	(57,083)	(12,714)
Cash flows from financing activities:		
Proceeds from the issuance of common shares	48,688	385
Principal payments on capital lease obligations	(470)	(433)
Excess tax benefits from stock-based compensation	185	29
Net cash provided by (used in) financing activities	48,403	(19)
Net increase in cash and cash equivalents	246,911	131,796
Cash and cash equivalents at beginning of period	1,105,428	927,409
Cash and cash equivalents at end of period	<u>\$1,352,339</u>	<u>\$1,059,205</u>