

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Hussain Muhammad Raghieb</u> (Last) (First) (Middle) <u>C/O 5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD</u> [<u>MRVL</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>07/06/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/12/2018</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Strategy Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common shares	07/06/2018		A		697,698 ⁽¹⁾	A	(1)	697,698 ⁽²⁾⁽³⁾	D	
Common shares	07/06/2018		A		78,325 ⁽⁴⁾	A	(4)	78,325 ⁽³⁾	I	By family trusts ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Title	Amount or Number of Shares				
Stock option (right to buy)	\$9.33	07/06/2018		A		40,339	07/06/2018 03/22/2020	Common shares	40,339	(6)	40,339	D	
Stock option (right to buy)	\$9.38	07/06/2018		A		100,848	07/06/2018 02/07/2021	Common shares	100,848	(6)	100,848	D	
Stock option (right to buy)	\$15.58	07/06/2018		A		51,981	(7) 02/16/2022	Common shares	51,981	(6)	51,981	D	
Stock option (right to buy)	\$12.12	07/06/2018		A		145,952	(8) 02/11/2023	Common shares	145,952	(6)	145,952	D	
Stock option (right to buy)	\$16.31	07/06/2018		A		116,024	(9) 02/10/2024	Common shares	116,024	(6)	116,024	D	
Restricted stock units	(10)	07/06/2018		A		12,455 ⁽¹¹⁾	(12) (12)	Common shares	12,455	(13)	12,454	D	
Restricted stock units	(10)	07/06/2018		A		18,887 ⁽¹⁴⁾	(15) (15)	Common shares	18,887	(13)	18,886	D	
Restricted stock units	(10)	07/06/2018		A		12,995 ⁽¹⁶⁾	(17) (17)	Common shares	12,995	(13)	12,995	D	
Restricted stock units	(10)	07/06/2018		A		41,106 ⁽¹⁸⁾	(15) (15)	Common shares	41,106	(13)	41,105	D	
Restricted stock units	(10)	07/06/2018		A		49,601 ⁽¹⁹⁾	(20) (20)	Common shares	49,601	(13)	49,601	D	
Restricted stock units	(10)	07/06/2018		A		65,076 ⁽²¹⁾	(22) (22)	Common shares	65,076	(13)	65,075	D	

Explanation of Responses:

1. Received in exchange for 228,698 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc. into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
2. Includes shares which were deemed to be beneficially held by the Reporting Person in connection with the Merger previously reported on Table II.
3. Correction to number of shares beneficially held directly and indirectly in Table I as reported.
4. Received in exchange for 36,000 shares of Cavium, Inc. common stock in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
5. Held in trusts of which the Reporting Person is the trustee, for the benefit of members of his immediate family.

- 6. Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. stock.
- 7. 4,331 options shall become exercisable in equal monthly installments on the 16th of each month beginning 7/16/18 and ending 2/16/2019.
- 8. 30,407 options shall become exercisable in equal monthly installments on the 11th of each month beginning 7/11/2018 and ending 2/11/2020.
- 9. 38,675 options shall become exercisable in equal monthly installments on the 10th of each month beginning 7/10/2018 and ending 2/10/2021.
- 10. Each restricted stock unit represents a contingent right to receive one Marvell common share upon vesting.
- 11. Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 12,455 Restricted Stock Units "RSUs".
- 12. This award vests as to 100% of the shares on January 31, 2019.
- 13. Received in the Merger in exchange for restricted stock units of Cavium, Inc.
- 14. Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 18,887 RSUs.
- 15. This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
- 16. Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 12,995 RSUs.
- 17. This award vests as to 100% of the shares on January 31, 2019.
- 18. Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 41,106 RSUs.
- 19. Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 49,601 RSUs.
- 20. This award vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
- 21. Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 65,076 RSUs.
- 22. This award vests as of 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

Remarks:

M. Raghiv Hussain by Blair Walters as attorney-in-fact
** Signature of Reporting Person

11/05/2018
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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