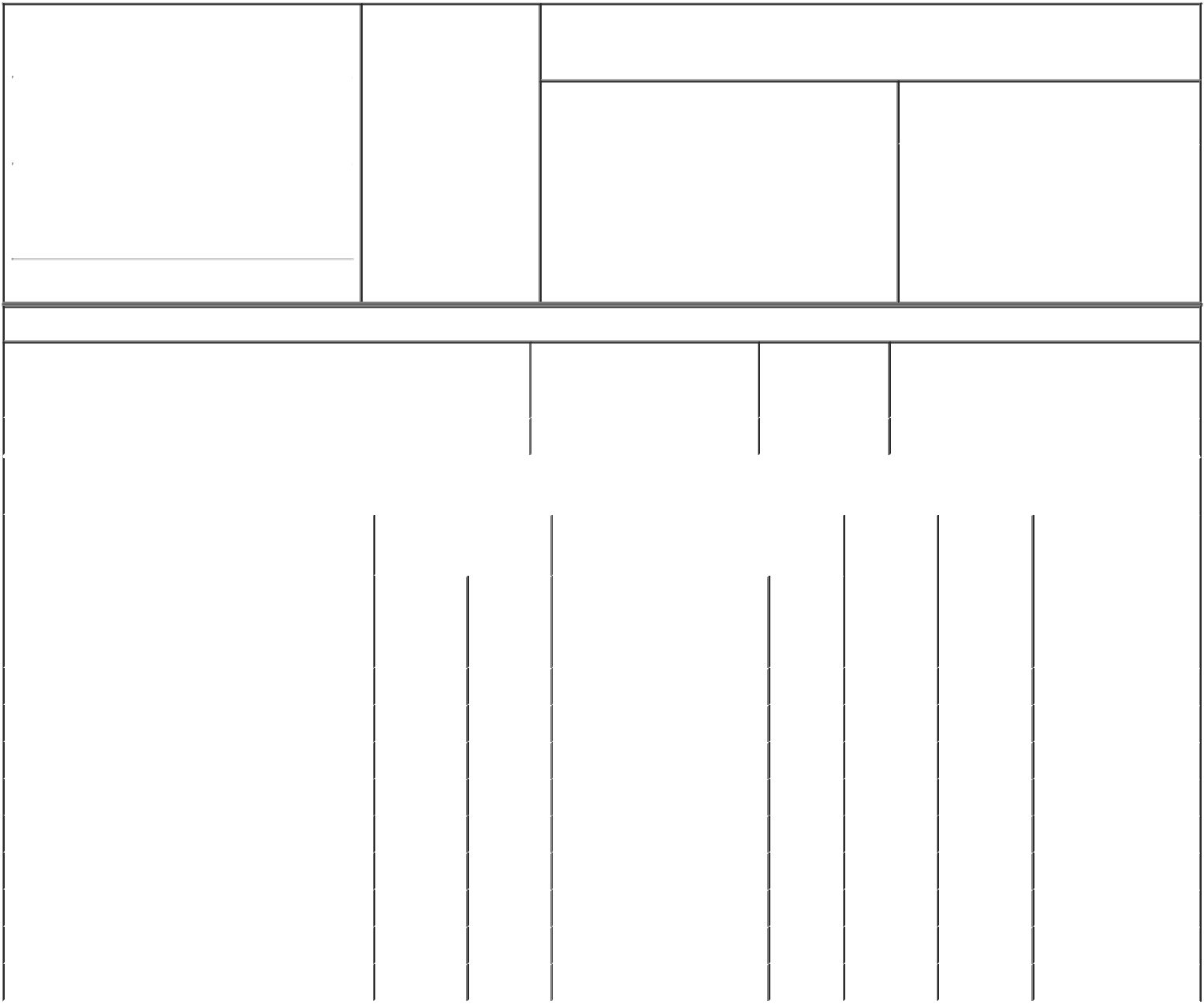
|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  | OMB APPROVAL | | |  |
|  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  |  |  |  |  |
|  |  | OMB Number: | 3235-0104 |  |  |
|  |  |  |  |  |
|  | **SECURITIES** |  | Estimated average burden | | |  |
|  |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | | | | | 2. Date of Event |  |
|  |  | [Wu Zining](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001597304) | |  |  | Requiring Statement |  |
|  |  |  |  | (Month/Day/Year) |  |
|  |  |  |  |  |  | 01/15/2014 |  |
|  |  | (Last) | | (First) | (Middle) |  |  |
|  |  | 5488 MARVELL LANE | | |  |  |  |
|  |  |  |  |  |  |  |  |
| (Street) | | | |  |  |  |  |
|  |  | SANTA | | CA | 95054 |  |  |
|  |  | CLARA | |  |  |
|  |  |  |  |  |  |

3. Issuer Name **and** Ticker or Trading Symbol

[MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) [ MRVL ]

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 4. Relationship of Reporting Person(s) to Issuer | | | 5. | If Amendment, Date of Original Filed |  |
| (Check all applicable) | |  | (Month/Day/Year) | |  |
|  | Director | 10% Owner |  |  |  |
| X | Officer (give title | Other (specify |  |  |  |
| 6. | Individual or Joint/Group Filing (Check |  |
| below) | below) |  |
|  | Applicable Line) | |  |
|  | Chief Technology Officer | |  |
|  |  | X Form filed by One Reporting Person |  |

Form filed by More than One

Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |
| --- | --- | --- | --- |
| **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial Ownership** |
|  | **Beneficially Owned (Instr. 4)** | **Form: Direct (D)** | **(Instr. 5)** |
|  |  | **or Indirect (I)** |  |
|  |  | **(Instr. 5)** |  |
|  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Common Shares |  |  |  | 55,751 | D |  |  |  |  |  |
|  |  |  |  | | | |  |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Beneficially Owned** | | | |  |  |  |  |  |
|  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | |  |  |  |  |
|  |  |  |  | |  | |  |  |  |  |  |
|  | **1. Title of Derivative Security (Instr. 4)** |  | **2. Date Exercisable and** | | **3. Title and Amount of Securities** | | **4.** | **5.** | **6. Nature of Indirect** | |  |
|  |  |  | **Expiration Date** | | **Underlying Derivative Security (Instr. 4)** | | **Conversion** | **Ownership** | **Beneficial Ownership** | |  |
|  |  |  | **(Month/Day/Year)** | |  |  | **or Exercise** | **Form:** | **(Instr. 5)** | |  |
|  |  |  |  |  |  |  | **Price of** | **Direct (D)** |  |  |  |
|  |  |  |  |  |  | **Amount** |  |  |  |
|  |  |  |  |  |  | **Derivative** | **or Indirect** |  |  |  |
|  |  |  |  |  |  | **or** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Employee Stock Option (Right to Buy) | (1) | | 04/12/2020 | Common Shares | 30,000 | 21.14 | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Restricted Stock Units (Right to Acquire) | (2) | | 04/01/2014 | Common Shares | 3,750 | (3) | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Employee Stock Option (Right to Buy) | (4) | | 04/29/2021 | Common Shares | 50,000 | 15.425 | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Employee Stock Option (Right to Buy) | (5) | | 04/29/2021 | Common Shares | 50,000 | 15.425 | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Restricted Stock Units (Right to Acquire) | (6) | | 04/01/2015 | Common Shares | 10,000 | (3) | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Employee Stock Option (Right to Buy) | (7) | | 04/21/2022 | Common Shares | 25,000 | 15.2 | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Restricted Stock Units (Right to Acquire) | (8) | | 04/01/2016 | Common Shares | 24,375 | (3) | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Employee Stock Option (Right to Buy) | (9) | | 04/30/2023 | Common Shares | 120,000 | 10.76 | D |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Restricted Stock Units (Right to Acquire) | (10) | | 04/01/2014 | Common Shares | 16,000 | (3) | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |  |

1. Option vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date. The option has become exercisable as to 22,500 shares as of April 1, 2013.
2. The original grant was for 15,000 restricted stock units on April 12, 2010. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
3. Each restricted stock unit represents a contingent right to receive one Marvell common share.
4. Option vests in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date. The option has become exercisable as to 25,000 shares as of April 1, 2012.
5. The above listed stock option award is subject to market-based vesting and will only vest if the Trigger Event (defined below) has occurred prior to the 5th anniversary of the date of grant; if the trigger event does not occur by such date, the stock option will immediately expire. If the closing price per common share of Marvell as reported by the NASDAQ Global Select Market equals or exceeds an average of $24.70 for a period of 200 trading days prior to the 5th anniversary of the date of grant (the "Trigger Event"), then 100% of the shares subject to the option will vest on the date of the Trigger Event, subject to continued service through both the date of the Trigger Event and April 1, 2013.
6. The originat grant was for 20,000 restricted stock units on April 29, 2011. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.
7. Option vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date. The option has become exercisable as to 6,250 shares as of April 1, 2013.
8. The originat grant was for 32,500 restricted stock units on April 21, 2012. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
9. Option vests in four equal annual installments beginning on the first anniversary of April 1, 2013, the vesting commencement date.
10. Restricted stock units vest in full on April 1, 2014.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Zining Wu |  | 01/21/2014 | |
|  |  |  |  |
| \*\* Signature of Reporting Person | | 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 5 (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.

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