SEC Form 4

**FORM 4**

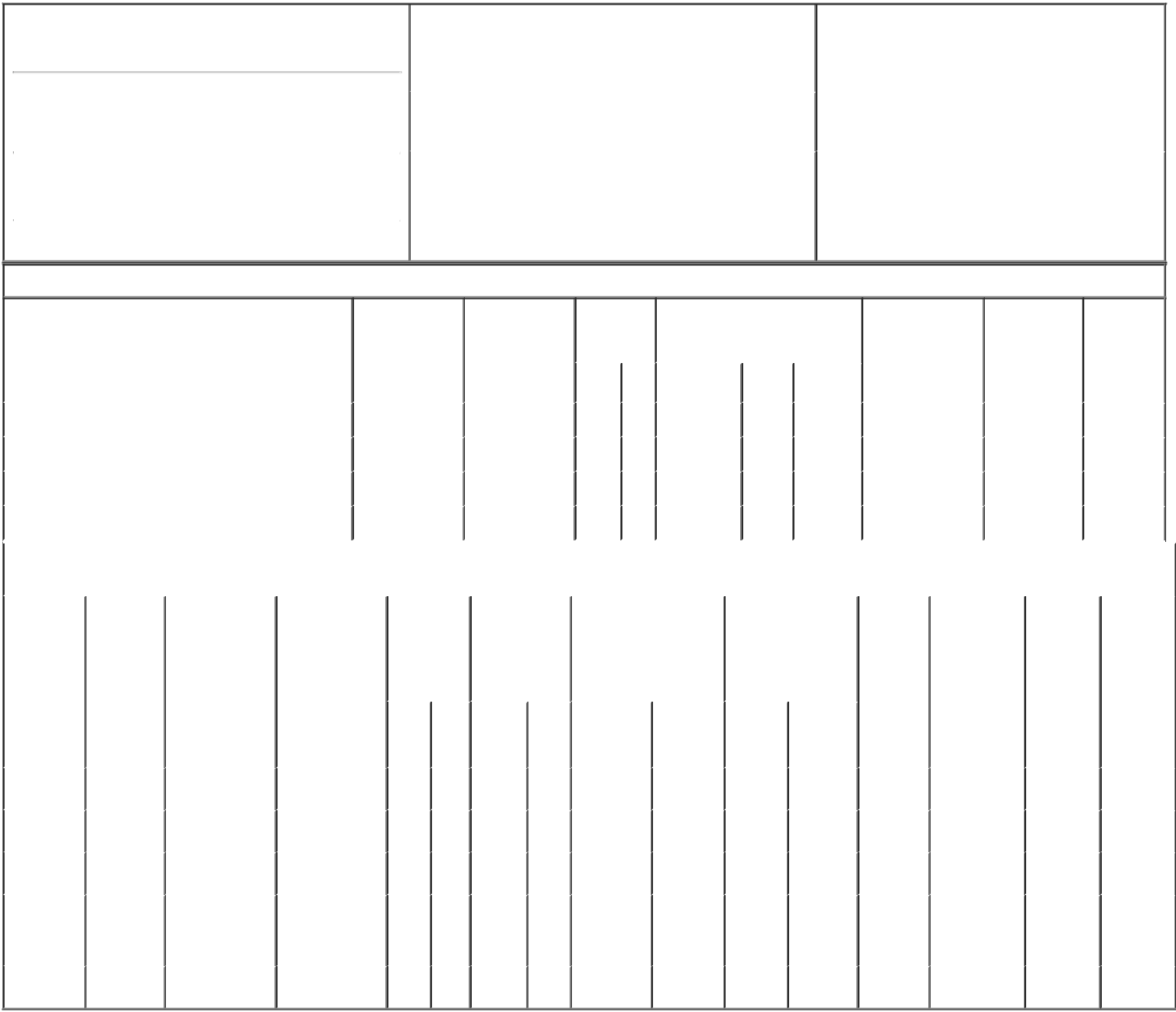
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



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



1. Name and Address of Reporting Person\*

[Micallef Andrew](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001341767)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 5488 MARVELL LANE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SANTA CLARA CA | | 95054 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 2. Issuer Name **and** Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer | | |  |
| [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) [ | | | (Check all applicable) | |  |  |
|  |  |  |  |  |
|  |  |  |  | Director | 10% Owner |  |
| MRVL ] | | |  |  |
| X | Officer (give title | Other (specify |  |
|  |  |  |  |
|  |  |  | below) | below) |  |
|  |  |  |  |  |
| 3. Date of Earliest Transaction (Month/Day/Year) | | |  | COO |  |  |
| 04/15/2019 | |  |  |  |  |  |
|  |  |  |  | | |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable | | |  |
|  |  |  | Line) |  |  |  |

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | | | **2. Transaction** | | **2A. Deemed** | | **3.** | **4. Securities Acquired (A) or** | | | | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | **Securities** |  | **Form: Direct** | | **Indirect** | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  | **Code (Instr.** |  |  |  |  | **Beneficially** |  | **(D) or Indirect** | | **Beneficial** | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2019 | |  |  | M | 7,194 | A | $0.00 |  | 37,015 | |  | D |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2019 | |  |  | F(1) | 2,488 | D | $23.71 |  | 34,527 | |  | D |  |  |  |
|  | Common Shares | |  | 04/15/2019 | |  |  | M | 6,058 | A | $0.00 |  | 40,585 | |  | D |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2019 | |  |  | F(1) | 2,095 | D | $23.71 |  | 38,490 | |  | D |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  | |  | |  |  |  | |  |  | |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | | **6. Date Exercisable and** | | **7. Title and Amount** | | | **8. Price of** | **9. Number of** | | **10.** | **11. Nature** | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** |  | **Expiration Date** | | **of Securities** | | | **Derivative** | **derivative** | | **Ownership of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** |  | **(Month/Day/Year)** | | **Underlying** |  |  | **Security** | **Securities** | | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** | |  |  | **Derivative Security** | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  | **Disposed of** | |  |  | **(Instr. 3 and 4)** | | |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | | |  |
|  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **of Shares** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common | (2) | 04/15/2019 |  | M |  | 7,194 | (3) | (3) | Common | 7,194 |  | $0.00 | 7,412 | | D |  |  |  |
|  | Shares |  |  | Shares |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common | (2) | 04/15/2019 |  | M |  | 6,058 | (4) | (4) | Common | 6,058 |  | $0.00 | 12,116 | | D |  |  |  |
|  | Shares |  |  | Shares |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) | 04/15/2019 |  | A | 25,306 |  | (5) | (5) | Common | 25,306 |  | $0.00 | 25,306 | | D |  |  |  |
|  | Stock Units |  |  | Shares |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Performance |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Based | (6) | 04/15/2019 |  | A | 133,214 |  | (6) | (6) | Common | 133,214 |  | $0.00 | 133,214 | | D |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |
|  | Stock Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) | 04/15/2019 |  | A | 8,436 |  | (7) | (7) | Common | 8,436 |  | $0.00 | 8,436 | | D |  |  |  |
|  | Stock Units |  |  | Shares |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
2. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
3. The remaining RSUs vest on April 15, 2020.
4. The RSUs vest in quarterly installments on each of July 15, 2019, October 15, 2019, January 15, 2020, April 15, 2020, July 15, 2020, October 15, 2020, January 15, 2021 and April 15, 2021.
5. The Restricted Stock Units (RSUs) will vest in equal quarterly installments over three years, and were granted as part of the annual grant process.
6. Value Creation Award that has been designed to provide a strong incentive to create a substantial increase in shareholder value. Vesting of these performance-based restricted stock units is dependent upon a significant increase in the Company's stock price. The performance condition will be satisfied once the Company's average stock price equals or exceeds $40.00 per share for 100 calendar days prior to the fourth anniversary of the date of grant ("Performance Condition"). The shares vest one year after the date the Performance Condition is satisfied. In the event of a change in control, the Performance Condition may be deemed partially satisfied depending on the value received in the transaction.
7. The RSUs vest over eighteen months in three equal installments on each of October 15, 2019, April 15, 2020, and October 15, 2020.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Andrew Micallef by Blair |  | | 04/17/2019 | |  |
| Walters as Attorney-in-Fact | |  |  |
|  |  |  |
| \*\* 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 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.

**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.**