

☐ 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>Hu Jean X.</u> (Last) (First) (Middle) <u>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 [MRVL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>Chief Financial Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	04/14/2020		S		15,000 ⁽¹⁾	D	\$25.31 ⁽²⁾	74,856	D	
Common Shares	04/15/2020		M		3,105	A	\$0.00	77,961	D	
Common Shares	04/15/2020		F ⁽³⁾		1,540	D	\$25.15	76,421	D	
Common Shares	04/15/2020		M		3,866	A	\$0.00	80,287	D	
Common Shares	04/15/2020		F ⁽³⁾		1,917	D	\$25.15	78,370	D	
Common Shares	04/15/2020		M		15,287	A	\$0.00	93,657	D	
Common Shares	04/15/2020		F ⁽³⁾		7,580	D	\$25.15	86,077	D	
Common Shares	04/15/2020		M		52,941	A	\$0.00	139,018	D	
Common Shares	04/15/2020		F ⁽³⁾		26,249	D	\$25.15	112,769	D	
Common Shares	04/15/2020		M		44,184	A	\$0.00	156,953	D	
Common Shares	04/15/2020		F ⁽³⁾		21,907	D	\$25.15	135,046	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	04/15/2020		M			3,105	(5)	(5)	Common Shares	3,105	\$0.00	12,419	D	
Restricted Stock Units	(4)	04/15/2020		M			3,866	(6)	(6)	Common Shares	3,866	\$0.00	30,930	D	
Restricted Stock Units	(4)	04/15/2020		M			15,287	(7)	(7)	Common Shares	15,287	\$0.00	0	D	
Restricted Stock Units	(4)	04/15/2020		M			52,941	(8)	(8)	Common Shares	52,941	\$0.00	0	D	
Restricted Stock Units	(4)	04/15/2020		M			44,184	(9)	(9)	Common Shares	44,184	\$0.00	0	D	
Restricted Stock Units	(4)	04/15/2020		A		47,714		(10)	(10)	Common Shares	47,714	\$0.00	47,714	D	

Explanation of Responses:

1. The sales reported in this Form 4 consisted of common shares the reporting person previously acquired in the open market.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.31 to \$25.32, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of Marvell, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
3. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
4. Each RSU represents a contingent right to receive one Marvell common share upon vesting.
5. The remaining RSUs vest quarterly on each of 07/15/2020, 10/15/2020, 01/15/2021, and 04/15/2021.
6. The remaining RSUs vest quarterly on each of 07/15/2020, 10/15/2020, 01/15/2021, 04/15/2021, 07/15/2021, 10/15/2021, 01/15/2022 and 04/15/2022.

7. This grant is fully vested.

8. This grant is fully vested.

9. This grant is fully vested. Reflects the number of shares earned in respect of performance based restricted stock units originally granted on April 15, 2017. The achievement levels of the relative TSR performance metrics applicable to the award and the number of shares earned based on such results were certified on April 15, 2020.

10. The RSUs will vest in equal quarterly installments over three years, and were granted as part of the annual grant process.

Remarks:

/s/ Jean Hu by Blair Walters as
Attorney-in-Fact

04/17/2020

** 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.