

☐ 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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GAYNOR MITCHELL</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below)  <u>EVP, CALO</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2020</u>		6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/15/2020		M		2,636	A	\$0.00	58,166	D	
Common Shares	04/15/2020		F <sup>(1)</sup>		1,307	D	\$25.15	56,859	D	
Common Shares	04/15/2020		M		38,503	A	\$0.00	95,362	D	
Common Shares	04/15/2020		F <sup>(1)</sup>		19,090	D	\$25.15	76,272	D	
Common Shares	04/15/2020		M		11,118	A	\$0.00	87,390	D	
Common Shares	04/15/2020		F <sup>(1)</sup>		5,513	D	\$25.15	81,877	D	
Common Shares	04/15/2020		M		1,969	A	\$0.00	83,846	D	
Common Shares	04/15/2020		F <sup>(1)</sup>		977	D	\$25.15	82,869	D	
Common Shares	04/15/2020		M		32,134	A	\$0.00	115,003	D	
Common Shares	04/15/2020		F <sup>(1)</sup>		15,933	D	\$25.15	99,070	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	04/15/2020		M		2,636	(3)	(3)	Common Shares	2,636	\$0.00	21,089	D	
Restricted Stock Units	(2)	04/15/2020		M		38,503	(4)	(4)	Common Shares	38,503	\$0.00	0	D	
Restricted Stock Units	(2)	04/15/2020		M		11,118	(4)	(4)	Common Shares	11,118	\$0.00	0	D	
Restricted Stock Units	(2)	04/15/2020		M		1,969	(5)	(5)	Common Shares	1,969	\$0.00	7,875	D	
Restricted Stock Units	(2)	04/15/2020		M		32,134	(6)	(6)	Common Shares	32,134	\$0.00	0	D	
Restricted Stock Units	(2)	04/15/2020		A		33,798	(7)	(7)	Common Shares	33,798	\$0.00	33,798	D	

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 RSU represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
3. The remaining RSUs vest on each of 7/15/2020, 10/15/2020, 1/15/2021, 4/15/2021, 07/15/2021, 10/15/2021, 01/15/2022 and 04/15/2022.
4. This grant has fully vested.
5. The remaining RSUs vest quarterly on each of 7/15/2020, 10/15/2020, 1/15/2021 and 4/15/2021.
6. This grant if 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.
7. The RSUs will vest in equal quarterly installments over three years, and were granted as part of the annual grant process.

Remarks:

Mitchell L. Gaynor 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.**