

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>Micallef Andrew</u> (Last) (First) (Middle) <u>5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA 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>04/15/2020</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 Officer (give title below) Other (specify below) <u>COO</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	04/15/2020		M		7,412	A	\$0.00	87,311	D	
Common Shares	04/15/2020		F ⁽¹⁾		3,675	D	\$25.15	83,636	D	
Common Shares	04/15/2020		M		1,515	A	\$0.00	85,151	D	
Common Shares	04/15/2020		F ⁽¹⁾		752	D	\$25.15	84,399	D	
Common Shares	04/15/2020		M		2,109	A	\$0.00	86,508	D	
Common Shares	04/15/2020		F ⁽¹⁾		1,046	D	\$25.15	85,462	D	
Common Shares	04/15/2020		M		2,812	A	\$0.00	88,274	D	
Common Shares	04/15/2020		F ⁽¹⁾		1,395	D	\$25.15	86,879	D	
Common Shares	04/15/2020		M		25,668	A	\$0.00	112,547	D	
Common Shares	04/15/2020		F ⁽¹⁾		12,727	D	\$25.15	99,820	D	
Common Shares	04/15/2020		M		21,423	A	\$0.00	121,243	D	
Common Shares	04/15/2020		F ⁽¹⁾		10,622	D	\$25.15	110,621	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	(2)	04/15/2020		M			7,412	(3)	(3)	Common Shares	7,412	\$0.00	0	D	
Restricted Stock Units	(2)	04/15/2020		M			1,515	(4)	(4)	Common Shares	1,515	\$0.00	6,058	D	
Restricted Stock Units	(2)	04/15/2020		M			2,109	(5)	(5)	Common Shares	2,109	\$0.00	16,871	D	
Restricted Stock Units	(2)	04/15/2020		M			2,812	(6)	(6)	Common Shares	2,812	\$0.00	2,812	D	
Performance Based Restricted Stock Units	(2)	04/15/2020		M			25,668	(7)	(7)	Common Shares	25,668	\$0.00	0	D	
Performance Based Restricted Stock Units	(2)	04/15/2020		M			21,423 ⁽⁸⁾	(8)	(8)	Common Shares	21,423	\$0.00	0	D	
Restricted Stock Units	(2)	04/15/2020		A		29,822		(9)	(9)	Common Shares	29,822	\$0.00	29,822	D	

Explanation of Responses:

- Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
- Each RSU represents a contingent right to receive one Marvell Technology Group Ltd. common share upon vesting.
- This grant is fully vested.
- The remaining RSUs vest quarterly on each of 07/15/2020, 10/15/2020, 01/15/2021, and 04/15/2021.
- 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.
- The RSUs vest over eighteen months in three equal installments, with the final installment on October 15, 2020.
- This grant is fully vested.
- 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.
9. The RSUs will vest in equal quarterly installments over three years, and were granted as part of the annual grant process.

Remarks:

[/s/ Andrew Micallef 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.

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