

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>Meintjes Willem A</u> (Last) (First) (Middle) <u>C/O 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 X Officer (give title below) Other (specify below) <u>SVP, Chief Accounting Officer</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
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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		5,216	A	\$0.00	33,853	D	
Common Shares	04/15/2020		F ⁽¹⁾		2,588	D	\$25.15	31,265	D	
Common Shares	04/15/2020		M		1,465	A	\$0.00	32,730	D	
Common Shares	04/15/2020		F ⁽¹⁾		727	D	\$25.15	32,003	D	
Common Shares	04/15/2020		M		1,134	A	\$0.00	33,137	D	
Common Shares	04/15/2020		F ⁽¹⁾		563	D	\$25.15	32,574	D	
Common Shares	04/15/2020		M		18,065	A	\$0.00	50,639	D	
Common Shares	04/15/2020		F ⁽¹⁾		8,957	D	\$25.15	41,682	D	
Common Shares	04/15/2020		M		15,077	A	\$0.00	56,759	D	
Common Shares	04/15/2020		F ⁽¹⁾		7,476	D	\$25.15	49,283	D	
Common Shares	04/16/2020		S		20,646	D	\$25.13 ⁽²⁾	28,637	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	(3)	04/15/2020		M			5,216	(4)	(4)	Common Shares	5,216	\$0.00	0	D	
Restricted Stock Units	(3)	04/15/2020		M			1,465	(5)	(5)	Common Shares	1,465	\$0.00	5,859	D	
Restricted Stock Units	(3)	04/15/2020		M			1,134	(6)	(6)	Common Shares	1,134	\$0.00	9,068	D	
Performance Based Restricted Stock Units	(3)	04/15/2020		M			18,065	(7)	(7)	Common Shares	18,065	\$0.00	0	D	
Performance Based Restricted Stock Units	(3)	04/15/2020		M			15,077 ⁽⁸⁾	(8)	(8)	Common Shares	15,077	\$0.00	0	D	
Restricted Stock Units	(3)	04/15/2020		A		13,917		(9)	(9)	Common Shares	13,917	\$0.00	13,917	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. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.130 to \$25.135, 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. Each RSU represents a contingent right to receive one Marvell common share upon vesting.
4. This grant is fully vested.
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. 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/ Willem Meintjes 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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