**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**



**FORM 8-K**



**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report: July 23, 2020**

**(Date of earliest event reported)**



**MARVELL TECHNOLOGY GROUP LTD.**

**(Exact name of registrant as specified in its charter)**



**Bermuda**

**0-30877**

**77-0481679**

**(State or other jurisdiction**

**of incorporation)**

**(Commission**

**File Number)**

**(IRS Employer**

**Identification No.)**

**Canon’s Court**

**22 Victoria Street**

**Hamilton HM 12**HM 12

**Bermuda**

**(Address of principal executive offices, including Zip Code)**

**(441) 296-6395**

**(Registrant’s telephone number, including area code)**



Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

* Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
* Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
* Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
* Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Title of each class** | | **Trading** | | **Name of each exchange** |  |
| **Symbol(s)** | | **on which registered** |  |
| **Common Shares** |  | **MRVL** |  | **The Nasdaq Stock Market, LLC** |  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐



**Item 5.07** **Submission of Matters to a Vote of Security Holders.**

At the Company’s Annual General Meeting of Shareholders held on July 23, 2020, shareholders voted on the matters set forth below. Each issued common share was entitled to one vote on each of the proposals voted on at the meeting.

1. The nominees for election to the Board were elected, each for a one-year term until the 2021 annual general meeting of shareholders, based upon the following votes:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | Broker Non- | |
|  | For | | Against | | Abstain | | Votes | |
| William Tudor Brown | 511,399,596 |  | 40,020,314 |  | 522,291 |  | 63,344,396 |  |
| Brad Buss | 550,979,951 |  | 462,053 |  | 500,197 |  | 63,344,396 |  |
| Edward Frank | 521,350,028 |  | 14,428,477 |  | 16,163,696 |  | 63,344,396 |  |
| Richard S. Hill | 518,346,918 |  | 30,054,904 |  | 3,540,379 |  | 63,344,396 |  |
| Bethany Mayer | 543,900,780 |  | 7,484,804 |  | 556,617 |  | 63,344,396 |  |
| Matthew J. Murphy | 551,119,064 |  | 448,168 |  | 374,969 |  | 63,344,396 |  |
| Michael Strachan | 550,885,574 |  | 483,476 |  | 573,151 |  | 63,344,396 |  |
| Robert E. Switz | 494,297,978 |  | 57,140,830 |  | 503,393 |  | 63,344,396 |  |

With respect to the election of each director, an “abstain” vote had the same effect as an “against” vote.

1. The proposal to approve, on an advisory and non-binding basis, the compensation of the Company’s named executive officers, was not approved based upon the following votes:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| For | | Against | | Abstain | | Broker Non-Votes |
| 241,650,376 |  | 309,537,451 |  | 754,374 |  | 63,344,396 |

1. The proposal to appoint Deloitte & Touche LLP as the Company’s auditors and independent registered public accounting firm, and authorization of the audit committee, acting on behalf of the Company’s board of directors, to fix the remuneration of the auditors and independent registered public accounting firm, in both cases for the fiscal year ending January 30, 2021, was approved based upon the following votes:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| For | | Against | | Abstain |
| 613,120,733 |  | 1,369,512 |  | 796,352 |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date July 29, 2020

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Mitchell Gaynor



**Mitchell Gaynor**

*Chief Administration and Legal Officer and*

*Secretary*