SEC Form 4

**FORM 4**

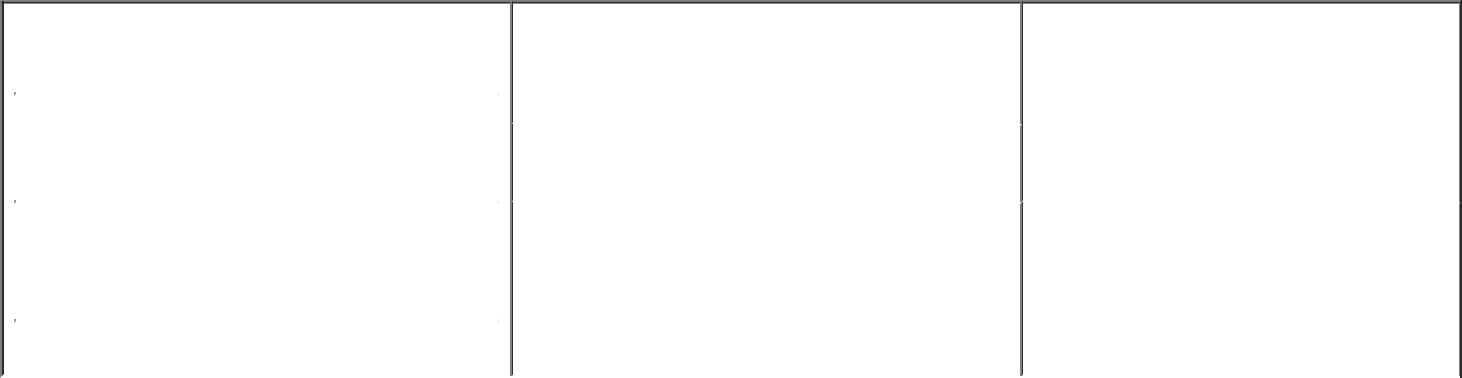
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



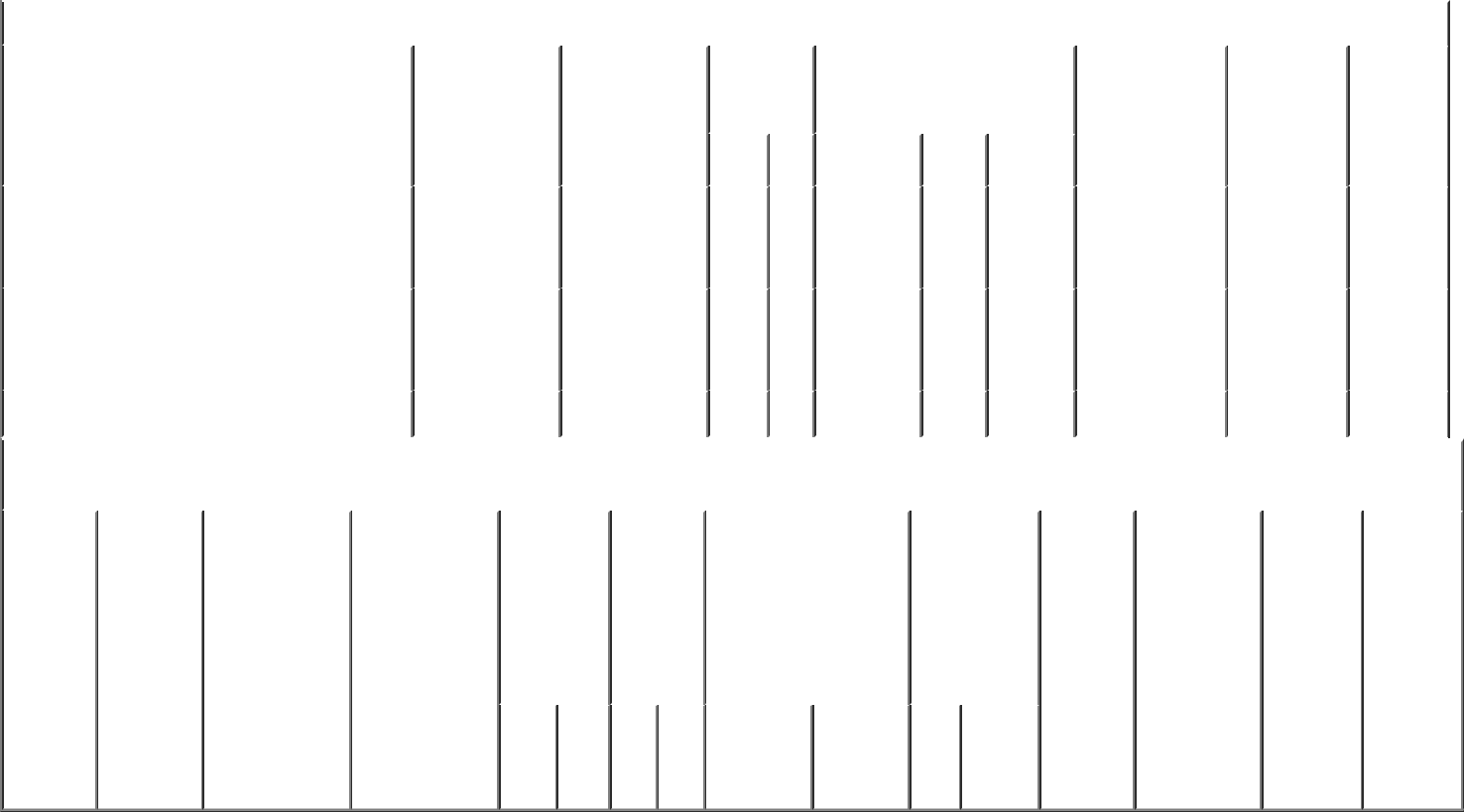
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| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | |  |
|  |  | [Frank Edward H.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001589827) | |  |  |  |  |  | [MARVELL TECHNOLOGY GROUP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | | | | | |  |  | (Check all applicable) | | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | | 10% Owner | | | | |  |
|  |  |  |  |  |  |  | [LTD [ MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | | Other (specify | | | | |  |
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|  |  | (Last) | (First) | | (Middle) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | below) | | | below) |  |  |  |  |  |
|  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 5488 MARVELL LANE | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | 12/21/2020 | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | |  |  |  |  |  |  |  |  |  |
|  |  | SANTA |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | CA |  | 95054 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | |  |
|  |  | CLARA |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | | |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  | | | |  | |  | |  |  |  | |  |  | |  | | | |  |  |  | | |  |  |  | |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | **2. Transaction** | | | | |  | **2A. Deemed** | | **3.** | **4. Securities Acquired (A) or** | | | | | | |  | **5. Amount of** | | | **6. Ownership** | **7. Nature** | | | |  |
|  |  |  |  |  | **Date** |  |  |  |  |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and Securities** | | | | | | | | | | | **Form: Direct** | **of Indirect** | | | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | | |  | **if any** |  | **Code (Instr.** | **5)** |  |  |  |  |  |  |  | **Beneficially** | | | **(D) or Indirect** | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  |  |  |  |  | **Owned Following** | | | **(I) (Instr. 4)** | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | | |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | | | **Price** | | |  | **Transaction(s)** | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | |  |  | **(Instr. 3 and 4)** | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Common Shares | | |  | 12/21/2020 | | | | |  |  |  | G(1) | 14,500 | D | |  | $0.00(2) | | | |  | 14,500 | | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(3) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | I-By | | | |  |
|  | Common Shares | | |  | 12/21/2020 | | | | |  |  |  | G(1) | 14,500 | D | |  | $0.00(2) | | | |  | 14,500 | | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(4) | | | |  |
|  | Common Shares | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 9,778 | D |  |  |  |  |  |
|  |  |  |  |  |  | |  | |  | |  | | | | |  | | | |  | | | | |  |  |  |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  | |  |  |  |  |  | |  |  | | | |  |  | | |  | |  | | |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | | | |  |  | **5. Number** | **6. Date Exercisable and** | | **7. Title and** | | | | | | **8. Price of** | | | **9. Number of 10.** | | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** |  |  | **Transaction** | | | | **of** | **Expiration Date** | | **Amount of** | | | | | | **Derivative** | | | **derivative** | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year) if any** | |  |  | **Code (Instr.** | | | | **Derivative** | **(Month/Day/Year)** | | **Securities** | | |  |  |  | **Security** | |  | **Securities** | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** | | | |  |  | **Securities** |  |  | **Underlying** | | | | | | **(Instr. 5)** | |  | **Beneficially** | **Direct (D)** | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **Acquired** |  |  | **Derivative** | | |  |  |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** |  |  | **Security (Instr.** | | | | | |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  | **3 and 4)** | | |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  | **of** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code** | | **V** | | **(A) (D)** | **Exercisable** | **Date** | **Title** | | **Shares** | | | |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. Transaction voluntarily reported earlier than required.
2. This transaction represents a gift and is not a market transaction, thus no price has been reported. No value was received for the gifted shares.
3. Gifted to Whitton Frank, to be held in the Whitton Anne Frank 2015 Heritage Trust. This is a trust of which the Reporting Person is the trustee, for the benefit of a member of his immediate family.
4. Gifted to Naomi Frank, to be held in the Naomi Mantor Frank 2015 Heritage Trust. This is a trust of which the Reporting Person is the trustee, for the benefit of a member of his immediate family.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Edward H. Frank by Blair |  | | 12/23/2020 | |  |
| Walters as Attorney-in-Fact | | |  |
|  |  |  |
|  | |  |  |  |  |
| \*\* 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.**