

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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|---------------------------------------------------------------------|--|--|-------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* <u>MURPHY MATTHEW J</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD</u> [<u>MRVL</u>] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President</u> | |
| (Last) (First) (Middle) <u>5488 MARVELL LANE</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2021</u> | | | |
| (Street) <u>SANTA CLARA CA</u> <u>95054</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 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 | |
| (City) (State) (Zip) | | | | | | |

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 | 01/15/2021 | | S | | 5,900 ⁽¹⁾ | D | \$50.87 ⁽²⁾ | 271,950 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | S | | 1,600 ⁽⁴⁾ | D | \$51.46 ⁽⁵⁾ | 270,350 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | M | | 8,557 | A | \$0.00 | 278,907 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | F ⁽⁶⁾ | | 4,114 | D | \$50.77 | 274,793 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | M | | 11,598 | A | \$0.00 | 286,391 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | F ⁽⁶⁾ | | 5,355 | D | \$50.77 | 281,036 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | M | | 14,910 | A | \$0.00 | 295,946 | I | By Trust ⁽³⁾ |
| Common Shares | 01/15/2021 | | F ⁽⁶⁾ | | 6,118 | D | \$50.77 | 289,828 | I | By Trust ⁽³⁾ |

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 | ⁽⁷⁾ | 01/15/2021 | | M | | | 8,557 | ⁽⁸⁾ | ⁽⁸⁾ | Common Shares | 8,557 | \$0.00 | 8,557 | D | |
| Restricted Stock Units | ⁽⁷⁾ | 01/15/2021 | | M | | | 11,598 | ⁽⁹⁾ | ⁽⁹⁾ | Common Shares | 11,598 | \$0.00 | 57,993 | D | |
| Restricted Stock Units | ⁽⁷⁾ | 01/15/2021 | | M | | | 14,910 | ⁽¹⁰⁾ | ⁽¹⁰⁾ | Common Shares | 14,910 | \$0.00 | 134,196 | D | |

Explanation of Responses:

1. The sales of these 5,900 shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.30 to \$51.28, 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 ("SEC"), 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. Shares held by Matthew and Laura Murphy as co-trustees of the Matthew and Laura Murphy Family Trust UTD 7/10/2007.
4. The sales of these 1,600 shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
5. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.34 to \$51.62, 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 ("SEC"), 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.
6. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
7. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.

- 8. The remaining RSUs vest fully on 4/15/2021.
- 9. The remaining RSUs vest on each of 4/15/2021, 7/15/2021, 10/15/2021, 1/15/2022 and 4/15/2022.
- 10. The remaining RSU's vest on each of 4/15/2021, 7/15/2021, 10/15/2021, 1/15/2022, 4/15/2022, 7/15/2022, 10/15/2022, 1/15/2023 and 4/15/2023.

Remarks:

[Matthew Murphy by Blair Walters as Attorney-in-Fact](#)
** Signature of Reporting Person

[01/20/2021](#)
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.