|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE** |  |  |  |  |  |
|  | **COMMISSION** |  |  | |  |  |
|  |  |  | |  |  |
|  |  | OMB APPROVAL | | |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  | OMB Number: | 3235- |  |  |
|  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  | 0104 |  |  |
|  |  |  |  |  |
|  |  | Estimated average burden | | |  |
|  | **SECURITIES** |  |  | 0.5 |  |  |

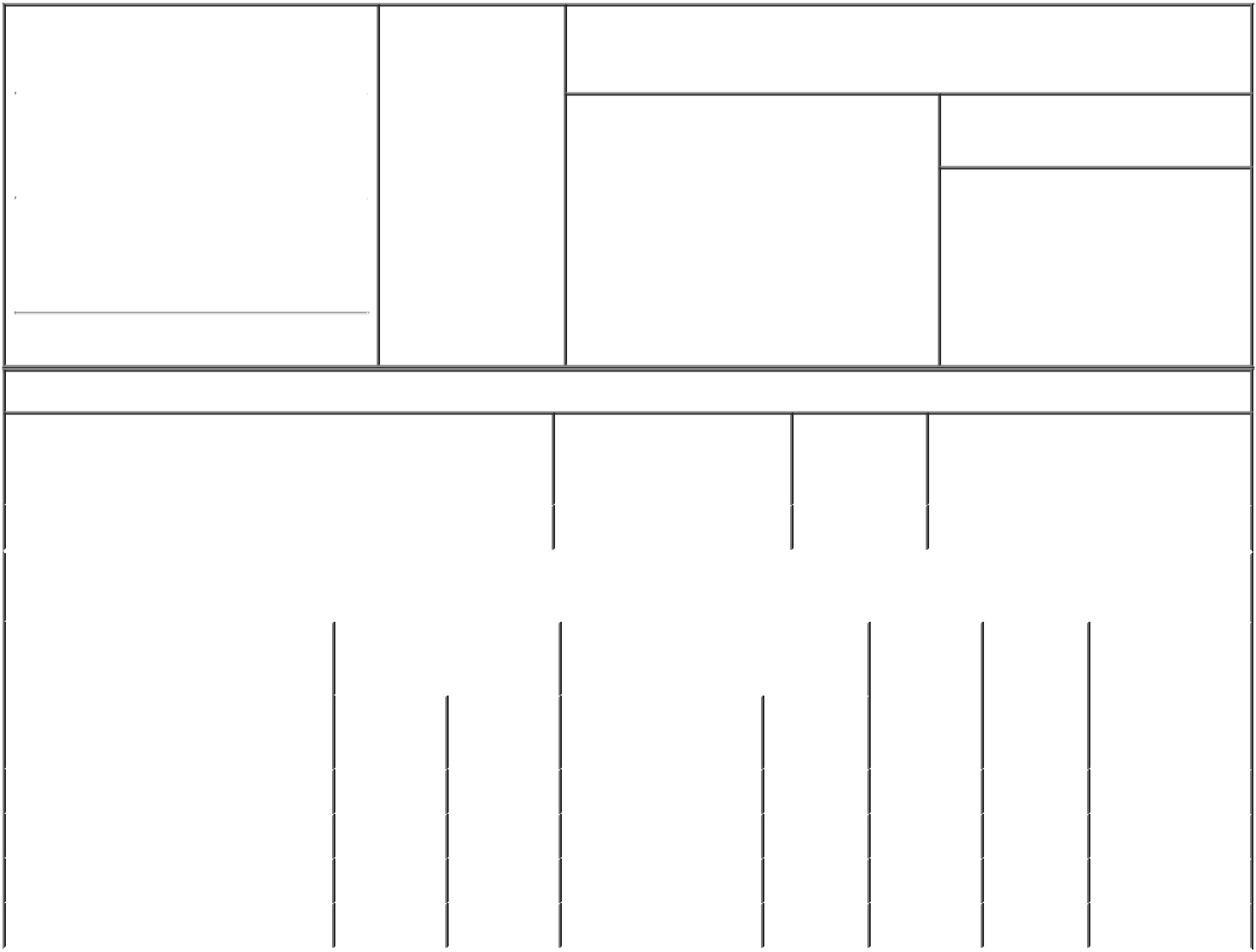


hours per

response:

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 | | | \* | 2. Date of Event |  |
|  | Requiring Statement |  |
|  | [Koopmans Chris](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001676204) | |  |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  | 04/02/2021 |  |

3. Issuer Name **and** Ticker or Trading Symbol

[MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) [ MRVL ]

|  |  |  |  |
| --- | --- | --- | --- |
| (Last) | (First) | (Middle) |  |
| 5488 MARVELL LANE | |  |  |
|  |  |  |  |
| (Street) |  |  |  |
| SANTA | CA | 95054 |  |
| CLARA |  |
|  |  |  |

1. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X Officer (give Other (specify

title below) below)

EVP, Chief Operations Officer

1. If Amendment, Date of Original Filed (Month/Day/Year)
2. Individual or Joint/Group Filing (Check Applicable Line)

* Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |
| --- | --- | --- | --- |
| **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial** |
|  | **Beneficially Owned (Instr.** | **Form: Direct** | **Ownership (Instr. 5)** |
|  | **4)** | **(D) or Indirect** |  |
|  |  | **(I) (Instr. 5)** |  |
|  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Common Stock |  |  |  | 48,286 | D |  |  |  |  |  |
|  |  |  |  | | | | |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Beneficially Owned** | | | | |  |  |  |  |
|  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | |  |  |  |  |
|  |  |  |  | |  | |  |  |  |  |  |
|  | **1. Title of Derivative Security (Instr. 4)** |  | **2. Date Exercisable and** | | **3. Title and Amount of Securities** | | **4.** | **5.** | **6. Nature of** | |  |
|  |  |  | **Expiration Date** | | **Underlying Derivative Security** | | **Conversion** | **Ownership** | **Indirect** | |  |
|  |  |  | **(Month/Day/Year)** | | **(Instr. 4)** |  | **or Exercise** | **Form:** | **Beneficial** | |  |
|  |  |  |  |  |  |  | **Price of** | **Direct (D)** | **Ownership (Instr.** | |  |
|  |  |  |  |  |  | **Amount or** |  |
|  |  |  |  |  |  | **Derivative** | **or Indirect** | **5)** |  |  |
|  |  |  | **Date** | **Expiration** | **Title** | **Number of** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |  |
|  |  |  | |  |  |  |  |  |  |  |  |
|  | Value Creation Award | 04/15/2019(1) | | 11/25/2021(1) | Common Stock | 106,571(2) | 0.00(3) | D |  |  |  |
|  | Restricted Stock Units | 04/15/2018(4) | | 04/15/2021(4) | Common Stock | 16,720(2) | 0.00(5) | D |  |  |  |
|  | Restricted Stock Units | 04/15/2019(6) | | 04/15/2022(6) | Common Stock | 27,415(2) | 0.00(5) | D |  |  |  |
|  | Restricted Stock Units | 04/15/2020(7) | | 04/15/2023(7) | Common Stock | 27,834(2) | 0.00(5) | D |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |  |

1. Value Creation Award that has been designed to provide a strong incentive to create a substantial increase in shareholder value. Vesting of these performance-based restricted stock units is dependent upon a significant increase in the Company's stock price. The performance condition will be satisfied once the Company's average stock price equals or exceeds $40.00 per share for 100 calendar days prior to the fourth anniversary of the date of grant ("Performance Condition"). The shares vest one year after the date the Performance Condition is satisfied. In the event of a change in control, the Performance Condition may be deemed partially satisfied depending on the value received in the transaction.
2. Represents the total number of shares as of the original grant date.
3. These performance based restricted stock units represent a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
4. The remaining RSUs vest fully on 04/15/2021.
5. Each restricted stock unit represents a contingent right to receive one Marvell common share upon vesting.
6. The remaining RSUs vest on each of 07/15/2021, 10/15/2021, 01/15/2022 and 04/15/2022.
7. The remaining RSUs vest on each of 07/15/2021, 10/15/2021, 01/15/2022, 04/15/2022, 07/15/2022, 10/15/2022, 01/15/2023 and 04/15/2023.

**Remarks:**

Christopher Koopmans by



Blair Walters as Attorney- 04/12/2021



in-Fact



|  |  |  |
| --- | --- | --- |
| \*\* Signature of Reporting | Date |  |
| Person |  |
|  |  |
| 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 5 (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.**