SEC Form 4

**FORM 4**

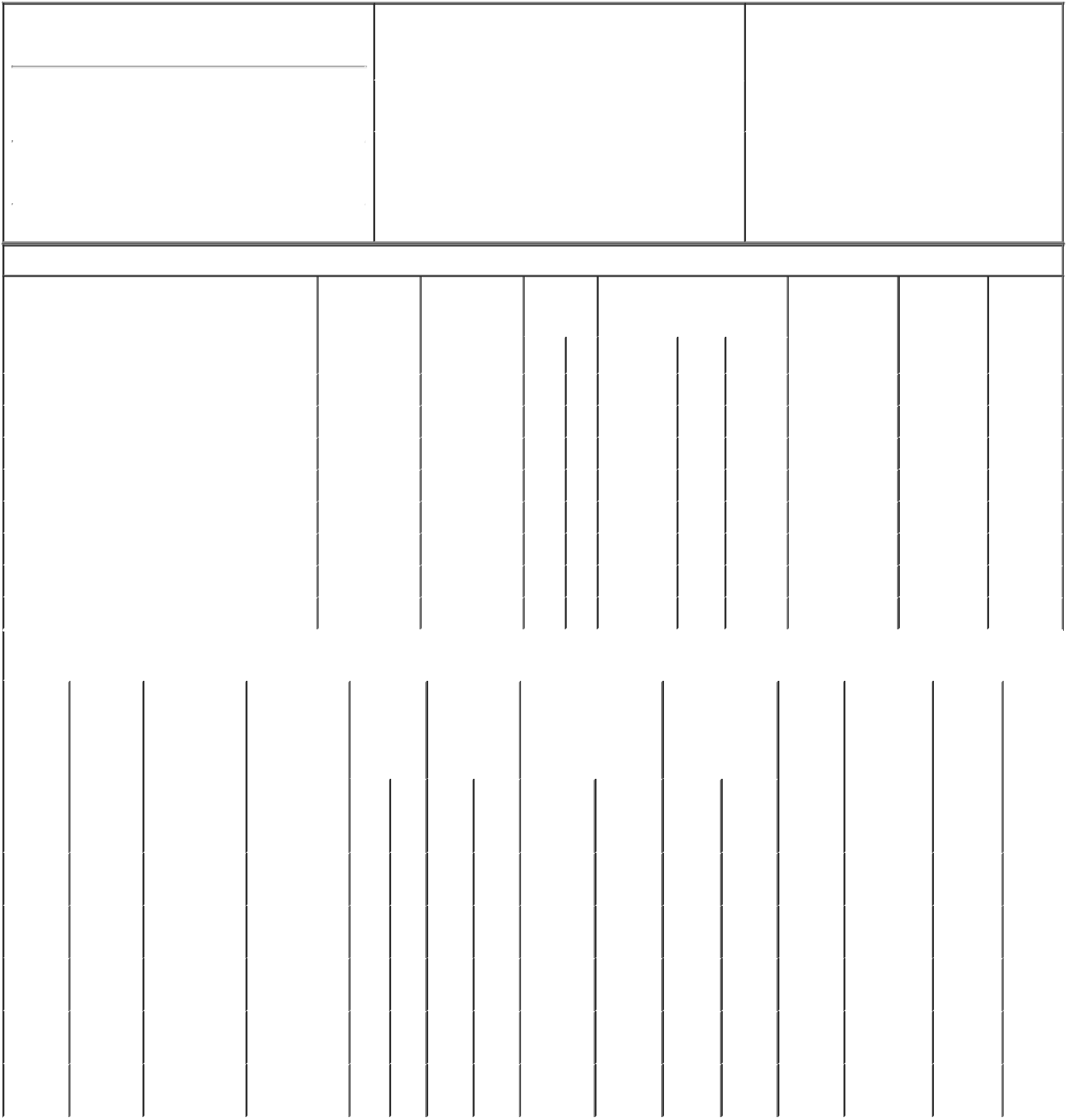
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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



1. Name and Address of Reporting Person\*

[GAYNOR MITCHELL](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001193486)

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 2. Issuer Name **and** Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer | | |  |
| [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) [ | | | (Check all applicable) | |  |  |
|  |  |  |  | Director | 10% Owner |  |
| MRVL ] | | |  |  |
| X | Officer (give title | Other (specify |  |
|  |  |  |  |
|  |  |  | below) | below) |  |
| 3. Date of Earliest Transaction (Month/Day/Year) | | |  |  |
|  | EVP, CALO |  |  |
| 04/15/2021 | |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  | | |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable | | |  |

Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

**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 of** | | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** |  | **Form: Direct** | | **Indirect** | | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  | **Code (Instr.** |  |  |  |  |  | **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)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | M | 2,636 | A | $0.00 |  | 48,995 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | F(1) | 1,307 | D | $48.78 | | 47,688 | | |  | D |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | M | 1,969 | A | $0.00 |  | 49,657 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | F(1) | 977 | D | $48.78 | | 48,680 | | |  | D |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | M | 2,817 | A | $0.00 |  | 51,497 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | F(1) | 1,397 | D | $48.78 | | 50,100 | | |  | D |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | M | 21,998 | A | $0.00 |  | 72,098 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Shares | |  | 04/15/2021 | |  |  | F(1) | 10,907 | D | $48.78 | | 61,191 | | |  | 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 of** | | **6. Date Exercisable and** | | **7. Title and Amount** | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | | **Expiration Date** | | **of Securities** | | | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | | **(Month/Day/Year)** | | **Underlying** |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** | |  |  | **Derivative Security** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  | **Disposed of** | |  |  | **(Instr. 3 and 4)** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** | | | |  |
|  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) |  |  |  |  |  | (3) | (3) | Common | 2,636 |  |  |  |  |  |  |  |  |  |  |
|  | Stock | 04/15/2021 |  | M |  | 2,636 |  | $0.00 | | 10,545 | | D |  |  |  |  |
|  |  |  | Shares |  |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) |  |  |  |  |  | (4) | (4) | Common | 1,969 |  |  |  |  |  |  |  |  |  |  |
|  | Stock | 04/15/2021 |  | M |  | 1,969 |  | $0.00 | | 0 |  | D |  |  |  |  |
|  |  |  | Shares |  |  |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) |  |  |  |  |  | (5) | (5) | Common | 2,817 |  |  |  |  |  |  |  |  |  |  |
|  | Stock | 04/15/2021 |  | M |  | 2,817 |  | $0.00 | | 22,532 | | D |  |  |  |  |
|  |  |  | Shares |  |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) |  |  |  |  |  | (6) | (6) | Common | 21,998 |  |  |  |  |  |  |  |  |  |  |
|  | Stock | 04/15/2021 |  | M |  | 21,998 |  | $0.00 | | 0 |  | D |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (2) |  |  |  |  |  | (7) | (7) | Common | 19,373 |  |  |  |  |  |  |  |  |  |  |
|  | Stock | 04/15/2021 |  | A | 19,373 |  |  | $0.00 | | 19,373 | | D |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**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. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
3. The remaining RSUs vest quarterly on each of 07/15/2021, 10/15/2021, 01/15/2022 and 04/15/2022.
4. This award fully vested on April 15, 2021.
5. The remaining RSU's vest on each of 07/15/2021, 10/15/2021, 01/15/2022, 04/15/22, 07/15/2022, 10/15/2022, 01/15/2023 and 04/15/2023.
6. This grant is fully vested. Reflects the number of shares earned in respect of performance based restricted stock units granted on 04/15/2018. 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 04/15/2021.
7. The Restricted Stock Units (RSUs) will vest in equal quarterly installments over three years, and were granted as part of the annual grant process.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Mitchell Gaynor by Blair |  | | 04/19/2021 |  |
|  | 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.**