SEC Form 4

**FORM 4**

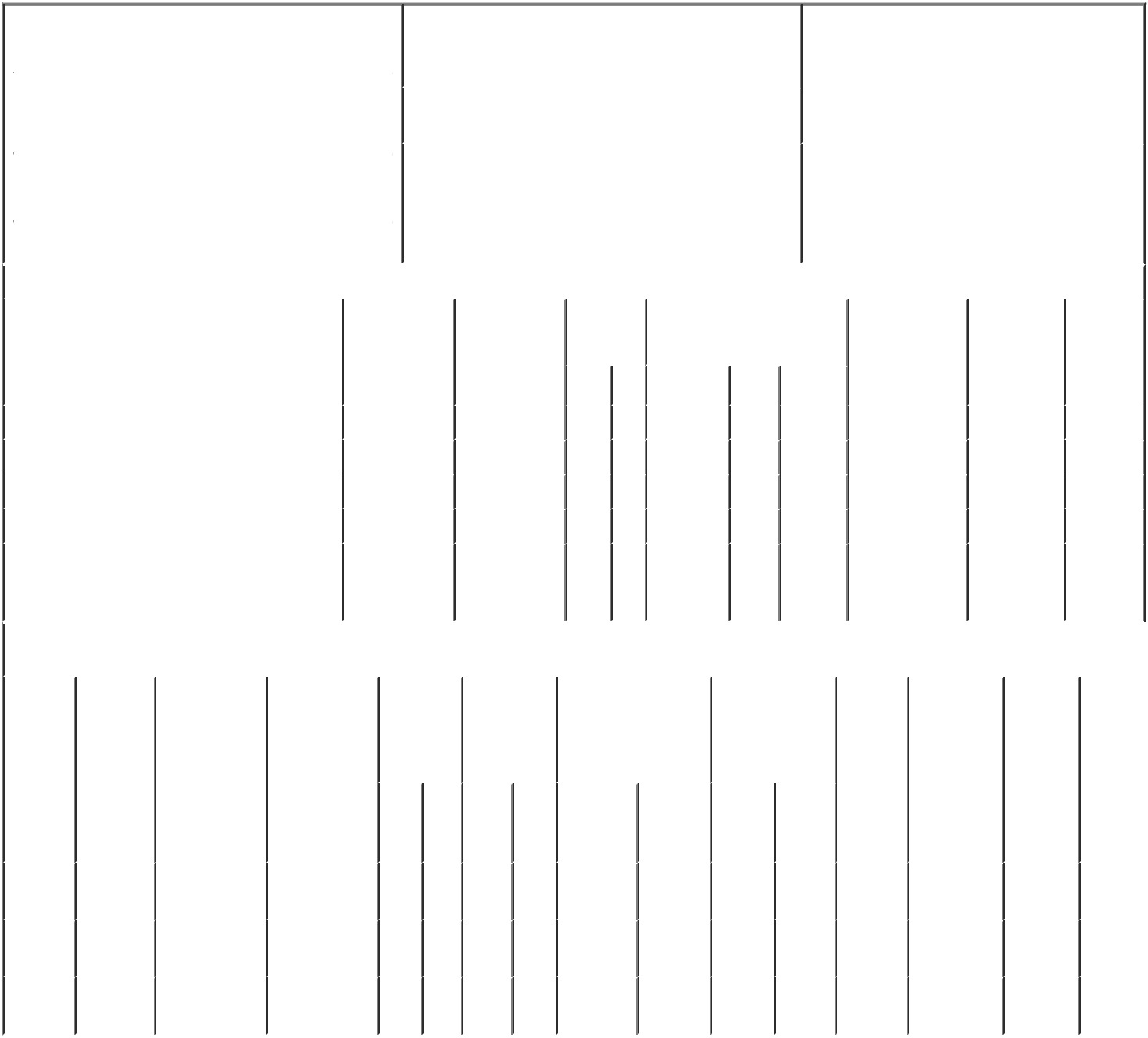
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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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 | | | | | | | | | |  |
|  |  |  | [Hussain Muhammad Raghib](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001680691) | | |  |  |  |  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | | | | | | | |  | (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Director |  |  | 10% Owner | | | |  |
|  |  |  |  |  |  |  | [ MRVL ] | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  | (Last) | (First) | | | (Middle) |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | President, Products & Tech | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | 5488 MARVELL LANE | | | |  | 04/15/2021 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |  |
|  |  |  | SANTA CLARA CA | | | | 95054 |  |  |  |  |  |  |  |  |  |  |  |  |  | X | |  | Form filed by One Reporting Person | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | |  |
|  |  |  | (City) | (State) | | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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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 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)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Common Shares | | | |  |  | 04/15/2021 | | | | |  |  |  | M | 6,958 | A |  |  | $0.00 | |  | 759,054 | | |  | D |  |  |  |  |
|  |  | |  | |  |  |  | | | |  |  |  |  |  |  |  |  |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Shares | | | |  |  | 04/15/2021 | | | | |  |  |  | F(1) | 3,450 | D |  |  | $48.78 | | | 755,604 | | |  | D |  |  |  |  |
|  | Common Shares | | | |  |  | 04/15/2021 | | | | |  |  |  | M | 6,854 | A |  |  | $0.00 | |  | 762,458 | | |  | D |  |  |  |  |
|  |  | |  | |  |  |  | | | |  |  |  |  |  |  |  |  |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Shares | | | |  |  | 04/15/2021 | | | | |  |  |  | F(1) | 3,399 | D |  |  | $48.78 | | | 759,059 | | |  | D |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Common Shares | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 88,081 | | |  | I | Family | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trusts(2) | | |  |
|  |  |  |  |  |  |  | **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)** | |  |  |  | **Derivative Security** | | | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  |  | **Derivative** |  |  |  |  |  |  |  | **or Disposed** | |  |  |  | **(Instr. 3 and 4)** | | | | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  |  | **Security** |  |  |  |  |  |  |  | **of (D) (Instr. 3,** | |  |  |  |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **4 and 5)** |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | | |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | | | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** | **Shares** | | | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | | (3) |  |  |  |  |  |  |  |  |  | (4) | | (4) | Common |  |  | 6,958 | |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | | 04/15/2021 |  |  |  | M | | |  | 6,958 |  |  |  | $0.00 | | 55,667 |  | D |  |  |  |  |
|  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |
|  | Units | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Restricted | | | (3) |  |  |  |  |  |  |  |  |  | (5) | | (5) | Common |  |  | 6,854 | |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | | 04/15/2021 |  |  |  | M | | |  | 6,854 |  |  |  | $0.00 | | 27,415 |  | D |  |  |  |  |
|  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |
|  | Units | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Restricted | | | (3) |  |  |  |  |  |  |  |  |  | (6) | | (6) | Common | 39,668 | | | |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | | 04/15/2021 |  |  |  | A | | | 39,668 |  |  | $0.00 | | 39,668 |  | D |  |  |  |  |
|  | Units | | |  |  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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**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. Held in trusts of which the Reporting Person is the trustee, for the benefit of members of his immediate family.
3. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
4. 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.
5. The remaining RSUs vest quarterly on each of 07/15/2021, 10/15/2021, 01/15/2022 and 04/15/2022.
6. 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:**

Raghib Hussain by Blair



Walters as Attorney in Fact



\*\* Signature of Reporting Person

04/19/2021



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.**