

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

1. Name and Address of Reporting Person* <u>YOUSEFI NARIMAN</u>			2. Issuer Name and Ticker or Trading Symbol <u>Marvell Technology, Inc. [MRVL]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2021</u>		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	
(Street) <u>SANTA CLARA CA 95054</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(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	04/20/2021		A		190,493	A	(1)(2)(3)	190,493	D	

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	(4)	04/20/2021		A ⁽⁴⁾		42,642		(5)	(5)	Common Shares	42,642	(4)	42,642	D	
Restricted Stock Units	(4)	04/20/2021		A ⁽⁴⁾		37,202		(6)	(6)	Common Shares	37,202	(4)	37,202	D	
Restricted Stock Units	(4)	04/20/2021		A ⁽⁴⁾		883		(7)	(7)	Common Shares	883	(4)	883	D	
Restricted Stock Units	(4)	04/20/2021		A ⁽⁴⁾		36,001		(8)	(8)	Common Shares	36,001	(4)	36,001	D	
Restricted Stock Units	(4)	04/20/2021		A ⁽⁴⁾		2,076		(9)	(9)	Common Shares	2,076	(4)	2,076	D	

Explanation of Responses:

1. On April 20, 2021, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 29, 2020 (the "Merger Agreement"), by and among Marvell Technology Group Ltd. ("Marvell"), Marvell Technology, Inc. (f/k/a Maui HoldCo, Inc.), a wholly owned subsidiary of Marvell ("MTI"), Maui Acquisition Company Ltd, a wholly owned subsidiary of MTI ("Bermuda Merger Sub"), Indigo Acquisition Corp., a wholly owned subsidiary of MTI ("Delaware Merger Sub"), and Inphi Corporation ("Inphi"), Bermuda Merger Sub merged with and into Marvell with Marvell as the surviving corporation and a wholly owned subsidiary of MTI (the "Bermuda Merger"), and Delaware Merger Sub merged with and into Inphi with Inphi as the surviving corporation and a wholly owned subsidiary of MTI (the "Delaware Merger" and, together with the Bermuda Merger, the "Mergers").
2. (Continued From Footnote 1) At the effective time of the Delaware Merger, each share of common stock of Inphi, par value \$0.001 per share ("Inphi Stock"), was automatically converted into the right to receive 2.323 shares of MTI Stock, par value \$0.002 per share ("MTI Stock") and \$66.00 in cash, without interest, plus cash in lieu of any fractional shares of MTI Stock (the "Exchange Ratio").
3. Pursuant to the Merger Agreement, at the effective time of the Delaware Merger, the Inphi Market Value Stock Units ("Inphi MSU") became vested based on actual performance in accordance with the terms of the award agreement and were cancelled and extinguished. The holder of each vested Inphi MSU became entitled to receive MTI Stock determined by multiplying the number of Inphi MSUs by the Exchange Ratio, subject to applicable withholdings.
4. Each restricted stock unit represents a contingent right to receive one share of MTI Stock upon vesting. Pursuant to the Merger Agreement, each of Mr. Yousefi's Inphi RSUs that was outstanding and unvested immediately prior to the Delaware Merger Effective Time was converted into that number of MTI restricted stock units ("MTI RSUs") (rounded down to the nearest whole share) equal to the product of (i) the number of shares of Inphi Stock subject to such Inphi RSU, multiplied by (ii) 3.6955. Such MTI RSUs are subject to substantially the same terms and conditions as were applicable to such unvested Inphi RSUs prior to the Delaware Merger Effective Time.
5. The restricted stock units vest on each of 4/24/2021, 4/24/2022 and 4/24/2023.
6. The restricted stock units vest on each of 3/1/2022, 3/1/2023, and 3/1/2024.
7. The restricted stock units vest on each of 6/25/2021, 9/24/2021 and 12/24/2021.
8. The restricted stock units vest on each of 6/1/2021, 9/1/2021, 12/1/2021, 3/1/2022, 6/1/2022, 9/1/2022, 12/1/2022, 3/1/2023, 6/1/2023, 9/1/2023, 12/1/2023, and 3/1/2024.
9. The restricted stock units vest on each of 6/25/2021, 9/24/2021 and 12/24/2021.

Remarks:

/s/ Nariman Yousefi, by Blair
Walters as Attorney-in-Fact

04/21/2021

** 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.

