

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

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

1. Name and Address of Reporting Person* <u>Tamer Ford</u> (Last) (First) (Middle) <u>5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Marvell Technology, Inc. [MRVL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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		1,082,528	A	(1)(2)(3)	1,082,528	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					
Restricted Stock Units	(4)	04/20/2021		A		1,334		(5)	(5)	Common Shares	1,334	\$0.00	1,334	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. In addition, at the effective time of the Delaware Merger, the outstanding and vested Inphi restricted stock units ("Inphi RSUs") that had not yet been settled in shares of Inphi Stock were cancelled and extinguished. The holder of each vested Inphi MSU and Inphi RSU (collectively, the "Inphi Awards") became entitled to receive MTI Stock determined by multiplying the Inphi Awards by the Exchange Ratio, subject to applicable withholdings.
4. Each restricted stock unit represents a contingent right to receive one common share of MTI stock upon vesting.
5. Vests 100% of shares on the earlier of the next annual general meeting of MTI or the one year anniversary of the restricted stock unit grant.

Remarks:

/s/ Ford Tamer, by Blair Walters as Attorney-in-Fact
** Signature of Reporting Person

04/21/2021
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.