

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**MARVELL TECHNOLOGY, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**85-3971597**  
(I.R.S. Employer  
Identification Number)

**1000 N. West Street, Suite 1200**  
**Wilmington, Delaware**  
(Address of Principal Executive Offices)

**19801**  
(Zip Code)

**Marvell Technology, Inc. 2000 Employee Stock Purchase Plan**  
(Full title of the plans)

**Mitchell L. Gaynor**  
**Executive Vice President, Chief Administration and Legal Officer, and Secretary**  
**1000 N. West Street, Suite 1200**  
**Wilmington, Delaware 19801**  
(Name and address of agent for service)

**(302) 295-4840**  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

**General Instruction E Information**

This Registration Statement on Form S-8 is being filed by Marvell Technology, Inc. (“Marvell”) to register an additional 8,000,000 of its common stock, par value \$0.002 per share issuable to employees of Marvell and certain of its subsidiaries under the Marvell Technology, Inc. 2000 Employee Stock Purchase Plan, as amended and restated on April 2, 2021 (the “ESPP”), and consists of only those items required by General Instruction E to Form S-8.

The contents of Marvell’s Registration Statements on [Form S-8](#) previously filed with the Securities and Exchange Commission (“Commission”) on April 20, 2021 (Registration No. 333-255384) which relates to the ESPP, is incorporated herein by reference and made a part hereof.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP as filed herewith</a>
10.1	<a href="#">2000 Employee Stock Purchase Plan (as amended and restated as of April 2, 2021), incorporated by reference to Exhibit 4.2 of the registrant’s Registration Statement on Form S-8 as filed on April 20, 2021</a>
10.2	<a href="#">2000 Employee Stock Purchase Plan Form of Subscription Agreement, incorporated by reference to Exhibit 10.22 of the registrant’s Quarterly Report on Form 10-Q for the period ended July 31, 2021 as filed on August 27, 2021</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm—Deloitte &amp; Touche, LLP as filed herewith</a>
23.2	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included in signature page to this Registration Statement)</a>
107.1	<a href="#">Fee Table</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on this 10th day of March, 2022.

MARVELL TECHNOLOGY, INC.

By: /s/ JEAN HU

Name: Jean Hu

Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Matthew Murphy and Jean Hu and each of them, acting individually, as his attorney-in-fact, with full power of substitution, for him and in any and all capacities, to sign any and all amendments to this Registration Statement on this Form S-8 (including any post-effective amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Name and Signature	Title	Date
<u>/s/ MATTHEW MURPHY</u> <b>Matthew Murphy</b>	Director and Chief Executive Officer (Principal Executive Officer)	March 10, 2022
<u>/s/ JEAN HU</u> <b>Jean Hu</b>	Chief Financial Officer (Principal Financial Officer)	March 10, 2022
<u>/s/ WILLEM MEINTJES</u> <b>Willem Meintjes</b>	Chief Accounting Officer (Principal Accounting Officer)	March 10, 2022
<u>/s/ RICHARD HILL</u> Richard Hill	Chairman of the Board	March 10, 2022
<u>/s/ TUDOR BROWN</u> <b>Tudor Brown</b>	Director	March 10, 2022
<u>/s/ BRAD BUSS</u> <b>Brad Buss</b>	Director	March 10, 2022
<u>/s/ EDWARD FRANK</u> <b>Edward Frank</b>	Director	March 10, 2022
<u>/s/ MARACHEL KNIGHT</u> <b>Marachel Knight</b>	Director	March 10, 2022
<u>/s/ BETHANY MAYER</u> <b>Bethany Mayer</b>	Director	March 10, 2022
<u>/s/ MICHAEL STRACHAN</u> <b>Michael Strachan</b>	Director	March 10, 2022
<u>/s/ ROBERT E. SWITZ</u> <b>Robert E. Switz</b>	Director	March 10, 2022
<u>/s/ FORD TAMER</u> <b>Ford Tamer</b>	Director	March 10, 2022

March 10, 2022

Marvell Technology, Inc.  
1000 N. West Street, Suite 1200  
Wilmington, DE 19801

Re: *Marvell Technology, Inc. 2000 Employee Stock Purchase Plan, as amended and restated*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the “Registration Statement”) of Marvell Technology, Inc., a Delaware corporation (the “Company”), to be filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 8,000,000 shares of the Company’s Common Stock, par value \$0.002 per share (the “Shares”). The Shares are reserved for issuance pursuant to future awards under the Company’s 2000 Employee Stock Purchase Plan, as amended and restated on April 2, 2021 (the “ESPP”).

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinion set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to this opinion, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the ESPP that would expand, modify or otherwise affect the terms of the ESPP or the respective rights or obligations of the participants thereunder.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefor in accordance with the terms set forth in the ESPP as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

---

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 10, 2022 relating to the financial statements of Marvell Technology, Inc. and the effectiveness of Marvell Technology, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Marvell Technology, Inc. for the year ended January 29, 2022.

/s/ Deloitte & Touche LLP

San Jose, California  
March 10, 2022

## Calculation of Filing Fee Tables

## FORM S-8

(Form Type)

## MARVELL TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.02 par value per share, to be issued under the Marvell Technology, Inc. 2000 Employee Stock Purchase Plan, as amended and restated	Rule 457(c) and Rule 457(h)	8,000,000	\$63.78	\$510,240,000	\$92.70 per \$1,000,000	\$47,300
<b>Total Offering Amounts</b>					\$ 510,240,000		\$ 47,300
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$ 47,300

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) also covers shares issued pursuant to certain anti-dilution provisions as set forth the Marvell Technology, Inc. 2000 Employee Stock Purchase Plan, as amended and restated, including, without limitation, shares issued as a result of any stock split, stock dividend, recapitalization or any other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the Registrant’s outstanding common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant’s common stock, as reported on The Nasdaq Global Select Market, on March 7, 2022.