**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**



**FORM 8-K**



**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report: June 23, 2022**

**(Date of earliest event reported)**



**MARVELL TECHNOLOGY, INC.**

**(Exact name of registrant as specified in its charter)**



**Delaware**

**001-40357**

**85-3971597**

**(State or other jurisdiction**

**of incorporation)**

**(Commission**

**File Number)**

**(IRS Employer**

**Identification No.)**

**1000 N. West Street, Suite 1200**

**Wilmington, Delaware 19801**

**(Address of principal executive offices, including Zip Code)**

**(302) 295-4840**

**(Registrant’s telephone number, including area code)**



Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

* Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
* Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
* Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
* Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Title of each class** | | **Trading** | | **Name of each exchange** |  |
| **Symbol(s)** | | **on which registered** |  |
| **Common Shares** |  | **MRVL** |  | **The Nasdaq Stock Market, LLC** |  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this

chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 13(a) of the Exchange Act. ☐



**Item 5.07** **Submission of Matters to a Vote of Security Holders.**

At the Company’s Annual Meeting of Stockholders held on June 23, 2022, stockholders voted on the matters set forth below. Each issued common share was entitled to one vote on each of the proposals voted on at the meeting.

1. The nominees for election to the Board were elected, each for a one-year term until the 2023 Annual Meeting of Shareholders, based upon the following votes:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  | BROKER |  |
|  | FOR | AGAINST | ABSTAIN | NON-VOTE | TOTAL |
| Sara Andrews | 615,401,903 | 18,886,907 | 417,022 | 96,828,020 | 731,533,852 |
| Tudor Brown | 630,243,051 | 4,024,555 | 438,226 | 96,828,020 | 731,533,852 |
| Brad Buss | 570,053,650 | 64,211,570 | 440,612 | 96,828,020 | 731,533,852 |
| Edward Frank | 620,245,144 | 14,021,964 | 438,724 | 96,828,020 | 731,533,852 |
| Richard S. Hill | 632,589,682 | 1,667,620 | 448,530 | 96,828,020 | 731,533,852 |
| Marachel Knight | 633,644,091 | 632,617 | 429,124 | 96,828,020 | 731,533,852 |
| Matthew J. Murphy | 633,686,455 | 626,959 | 392,418 | 96,828,020 | 731,533,852 |
| Michael Strachan | 633,132,035 | 1,156,249 | 417,548 | 96,828,020 | 731,533,852 |
| Robert E. Switz | 604,659,238 | 29,601,891 | 444,703 | 96,828,020 | 731,533,852 |
| Ford Tamer | 632,796,591 | 1,472,435 | 436,806 | 96,828,020 | 731,533,852 |

1. The proposal to approve, on an advisory non-binding basis, the compensation of the Company’s named executive officers, was approved based upon the following votes:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  | BROKER NON- |  |
| FOR | AGAINST | ABSTAIN | VOTE | TOTAL |
| 588,314,184 | 45,775,680 | 615,968 | 96,828,020 | 731,533,852 |

1. The proposal to amend the Marvell Technology, Inc. 2000 Employee Stock Purchase Plan to remove the term of the plan and to remove the annual evergreen feature of the plan:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  | BROKER NON- |  |
| FOR | AGAINST | ABSTAIN | VOTE | TOTAL |
| 632,570,151 | 1,634,910 | 500,771 | 96,828,020 | 731,533,852 |

1. The proposal to approve the ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for its fiscal year ending January 28, 2023, was approved based upon the following votes:

|  |  |  |  |
| --- | --- | --- | --- |
| FOR | AGAINST | ABSTAIN | TOTAL |
| 730,532,821 | 754,466 | 246,565 | 731,533,852 |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARVELL TECHNOLOGY, INC.

Date: June 24, 2022 By: /s/ Mark Casper



**Mark Casper**

***Sr. Vice President and General Counsel***