

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

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|---|---|--|
| 1. Name and Address of Reporting Person* <u>Hu Jean X.</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>Chief Financial Officer</u> |
| (Last) (First) (Middle) <u>5488 MARVELL LANE</u> | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2022</u> | |
| (Street) <u>SANTA CLARA CA 95054</u> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |
| (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 Stock | 07/15/2022 | | M | | 3,976 | A | \$0.00 | 232,151 ⁽¹⁾ | D | |
| Common Stock | 07/15/2022 | | F ⁽²⁾ | | 1,738 | D | \$48.22 | 230,413 | D | |
| Common Stock | 07/15/2022 | | M | | 2,460 | A | \$0.00 | 232,873 | D | |
| Common Stock | 07/15/2022 | | F ⁽²⁾ | | 1,005 | D | \$48.22 | 231,868 | D | |
| Common Stock | 07/15/2022 | | M | | 2,624 | A | \$0.00 | 234,492 | D | |
| Common Stock | 07/15/2022 | | F ⁽²⁾ | | 1,111 | D | \$48.22 | 233,381 | 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 | (3) | 07/15/2022 | | M | | | 3,976 | (4) | (4) | Common Stock | 3,976 | \$0.00 | 11,929 | D | |
| Restricted Stock Units | (3) | 07/15/2022 | | M | | | 2,460 | (5) | (5) | Common Stock | 2,460 | \$0.00 | 17,221 | D | |
| Restricted Stock Units | (3) | 07/15/2022 | | M | | | 2,624 | (6) | (6) | Common Stock | 2,624 | \$0.00 | 28,867 | D | |

Explanation of Responses:

1. Includes 572 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on June 7, 2022.
2. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
3. Each RSU represents a contingent right to receive one Marvell Technology, Inc. common share upon vesting.
4. The remaining RSUs will vest on 10/15/2022, 01/15/2023 and 04/15/2023.
5. The remaining RSUs will vest on 10/15/2022, 01/15/2023, 04/15/2023, 07/15/2023, 10/15/2023, 01/15/2024 and 04/15/2024.
6. The remaining RSUs will vest on 10/15/2022, 01/15/2023, 04/15/2023, 07/15/2023, 10/15/2023, 01/15/2024, 04/15/2024, 07/15/2024, 10/15/2024, 01/15/2025 and 04/15/2025.

Remarks:

Jean X. Hu by Blair Walters as Attorney-in-Fact 07/19/2022

** 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.

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.