SEC Form 4

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| **FORM 4** | | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** Washington, D.C. 20549  **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 | | |  | |
|  | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b). |

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| 1. Name and Address of Reporting Person\*   |  | | --- | | [MURPHY MATTHEW J](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001381430) |  |  |  |  | | --- | --- | --- | | (Last) | (First) | (Middle) |  |  | | --- | | 5488 MARVELL LANE | |  |   (Street)   |  |  |  | | --- | --- | --- | | SANTA CLARA | CA | 95054 |  |  |  |  | | --- | --- | --- | | (City) | (State) | (Zip) | | 2. Issuer Name **and** Ticker or Trading Symbol  [Marvell Technology, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001835632) [ MRVL ] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |  |  |  |  | | --- | --- | --- | --- | | X | Director |  | 10% Owner | | X | Officer (give title below) |  | Other (specify below) | | CEO and President | | | | |  |
| 3. Date of Earliest Transaction (Month/Day/Year) 04/15/2023 |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  | | --- | --- | | X | Form filed by One Reporting Person | |  | Form filed by More than One Reporting Person | |  |
| |  | | --- | | Rule 10b5-1(c) Transaction Indication |  |  |  |  | | --- | --- | --- | | |  | | --- | |  | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | |

| **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 | 04/15/2023 |  | M |  | 14,911 | A | $0.00 | 736,378 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | F(2) |  | 6,299 | D | $40.29 | 730,079 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | M |  | 7,517 | A | $0.00 | 737,596 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | F(2) |  | 3,250 | D | $40.29 | 734,346 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | M |  | 6,151 | A | $0.00 | 740,497 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | F(2) |  | 2,610 | D | $40.29 | 737,887 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | M |  | 437,376 | A | $0.00 | 1,175,263 | I | By Trust(1) |
| Common Stock | 04/15/2023 |  | F(2) |  | 184,738 | D | $40.29 | 990,525 | I | By Trust(1) |

| **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) | 04/15/2023 |  | M |  |  | 14,911 | (4) | (4) | Common Stock | 14,911 | $0.00 | 0 | D |  |
| Restricted Stock Units | (3) | 04/15/2023 |  | M |  |  | 7,517 | (5) | (5) | Common Stock | 7,517 | $0.00 | 30,067 | D |  |
| Restricted Stock Units | (3) | 04/15/2023 |  | M |  |  | 6,151 | (6) | (6) | Common Stock | 6,151 | $0.00 | 49,205 | D |  |
| Restricted Stock Units | (3) | 04/15/2023 |  | M |  |  | 437,376 | (7) | (7) | Common Stock | 437,376 | $0.00 | 0 | D |  |
| Restricted Stock Units | (3) | 04/15/2023 |  | A |  | 132,459 |  | (8) | (8) | Common Stock | 132,459 | $0.00 | 132,459 | D |  |

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| **Explanation of Responses:** |
| 1. Shares held by Matthew and Laura Murphy as co-trustees of the Matthew and Laura Murphy Family Trust UTD 7/10/2007. |
| 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 common share upon vesting. |
| 4. This award fully vested on April 15, 2023. |
| 5. The remaining RSUs will vest on 07/15/2023, 10/15/2023, 01/15/2024 and 04/15/2024. |
| 6. The remaining RSUs will vest on 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. |
| 7. This award is fully vested. Reflects the number of shares earned in respect of performance based RSUs granted on 04/15/2020. The achievement levels of the relative TSR performance metrics applicable to the award and the number of shares earned based on such results were certified on 04/14/2023. |
| 8. The RSUs will vest in equal quarterly installments over three years, and were granted as part of the annual grant process. |
| **Remarks:** |
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|  | /s/ Matthew J. Murphy by Blair Walters as attorney-in-fact | 04/18/2023 |
|  | \*\* 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.** | | |