SEC Form 4

**FORM 4**

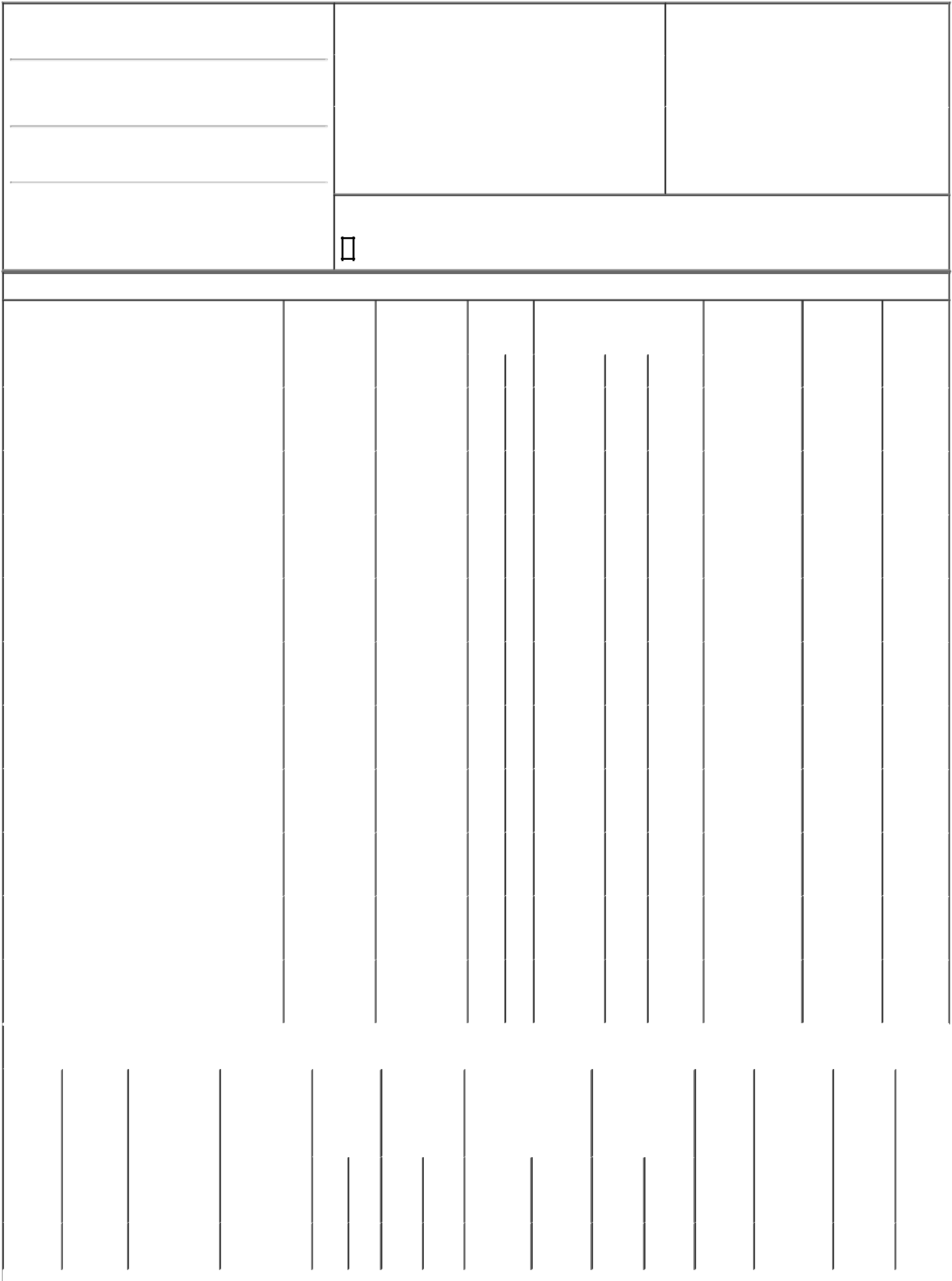
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden | | |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Koopmans Chris](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001676204)

|  |  |  |
| --- | --- | --- |
| (Last) | (First) | (Middle) |
| 5488 MARVELL LANE | |  |
| (Street) |  |  |
| SANTA CLARA CA | | 95054 |
| (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 2. | | Issuer Name **and** Ticker or Trading Symbol | | 5. | Relationship of Reporting Person(s) to Issuer | | |  |
| [Marvell Technology, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001835632) [ MRVL ] | | | | (Check all applicable) | | |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  | Director | 10% Owner |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  | X | Officer (give title | Other (specify |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | |  |  |
|  | below) | below) |  |
| 04/15/2023 | | |  |  |  | EVP, Chief Operations Officer | |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 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

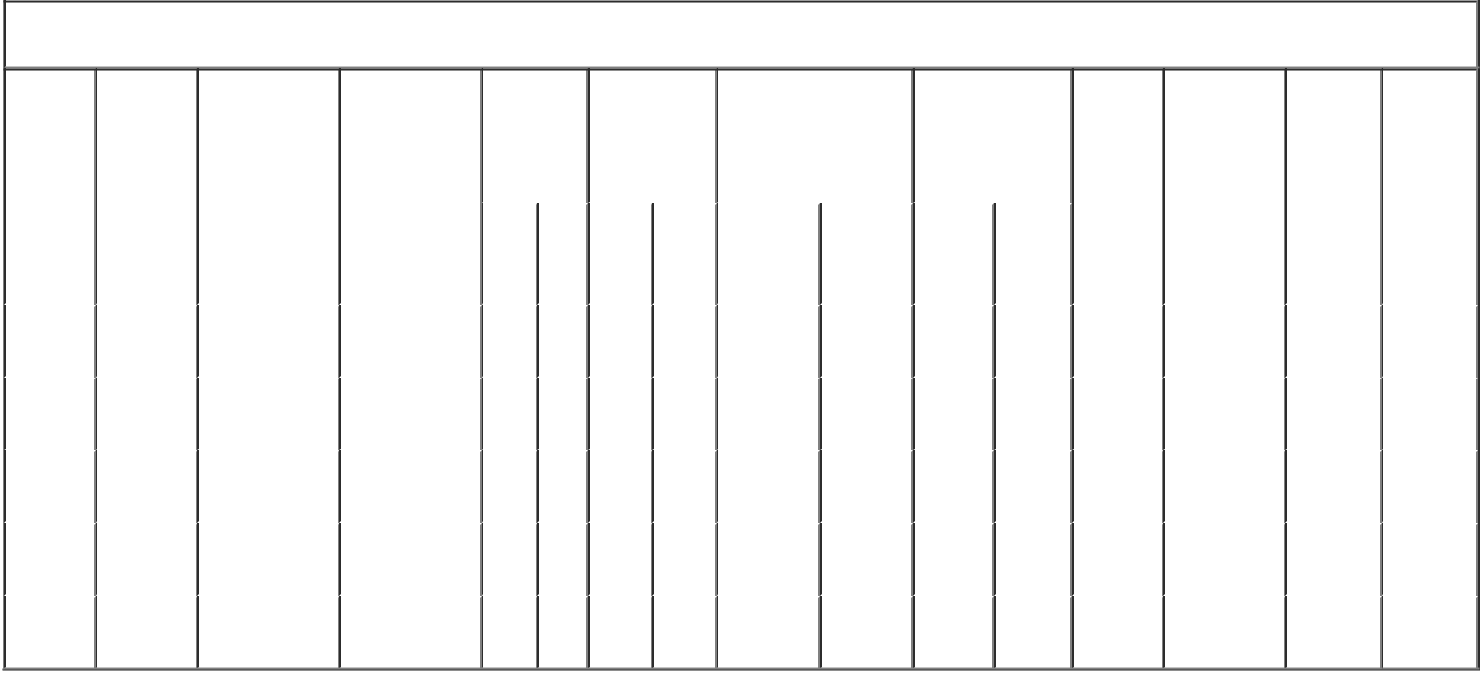
Rule 10b5-1(c) Transaction Indication

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** | | **2A. Deemed** | | **3.** | **4. Securities Acquired (A) or** | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** |  | **Form: Direct** | | **Indirect** | | | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  | **Code (Instr.** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |
|  |  |  |  |  |  |  |  |  |  |  | $0.00 |  |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | M | 2,320 | A |  | 115,978 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $40.29 | |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | F(2) | 1,151 | D | 114,827 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $0.00 |  |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | M | 1,384 | A |  | 116,211 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $40.29 | |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | F(2) | 687 | D | 115,524 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $0.00 |  |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | M | 2,187 | A |  | 117,711 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $40.29 | |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | F(2) | 1,085 | D | 116,626 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $0.00 |  |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | M | 1,367 | A |  | 117,993 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $40.29 | |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | F(2) | 678 | D | 117,315 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $0.00 |  |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | M | 55,668 | A |  | 172,983 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  | $40.29 | |  |  |  |  |  | By | | | |  |
|  | Common Stock | |  | 04/15/2023 | |  |  | F(2) | 27,601 | D | 145,382 | | |  | I | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) | | | |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  | |  | |  |  | |  | |  |  | | |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | | **6. Date Exercisable and** | | **7. Title and Amount** | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | | **Expiration Date** | | **of Securities** | | | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | | **(Month/Day/Year)** | | **Underlying** |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** | |  |  | **Derivative Security** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | | |  |
|  |  | **Derivative** |  |  |  | **Disposed of** | |  |  | **(Instr. 3 and 4)** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  | **Security** |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** | | | | |  |
|  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (3) |  |  |  |  |  | (4) | (4) | Common | 2,320 |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | 04/15/2023 |  | M |  | 2,320 |  | $0.00 | | 0 |  | D |  |  |  |  |  |
|  |  |  | Stock |  |  |  |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | | **6. Date Exercisable and** | | **7. Title and Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** | |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Disposed of** | |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  |  | (5) | (5) | Common | 1,384 |  |  |  |  |  |
| Stock | 04/15/2023 |  | M |  | 1,384 | $0.00 | 5,536 | D |  |  |
|  |  | Stock |  |  |
| Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  |  | (6) | (6) | Common | 2,187 |  |  |  |  |  |
| Stock | 04/15/2023 |  | M |  | 2,187 | $0.00 | 17,496 | D |  |  |
|  |  | Stock |  |  |
| Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  |  | (7) | (7) | Common | 1,367 |  |  |  |  |  |
| Stock | 04/15/2023 |  | M |  | 1,367 | $0.00 | 10,935 | D |  |  |
|  |  | Stock |  |  |
| Units |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  |  | (8) | (8) | Common | 55,668 |  |  |  |  |  |
| Stock | 04/15/2023 |  | M |  | 55,668 | $0.00 | 0 | D |  |  |
| Units |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  |  | (9) | (9) | Common | 53,965 |  |  |  |  |  |
| Stock | 04/15/2023 |  | A | 53,965 |  | $0.00 | 53,965 | D |  |  |
| Units |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Shares held by the Christopher R. Koopmans and Heather J. Koopmans Family Trust.
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. 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.
8. 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.
9. The RSUs will vest in equal quarterly installments over three years, and were granted as part of the annual grant process.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Christopher Koopmans by |  | | 04/18/2023 |  |  |
| Blair Walters as attorney-in-fact | |  |  |  |
|  |  |
| \*\* 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.**