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).



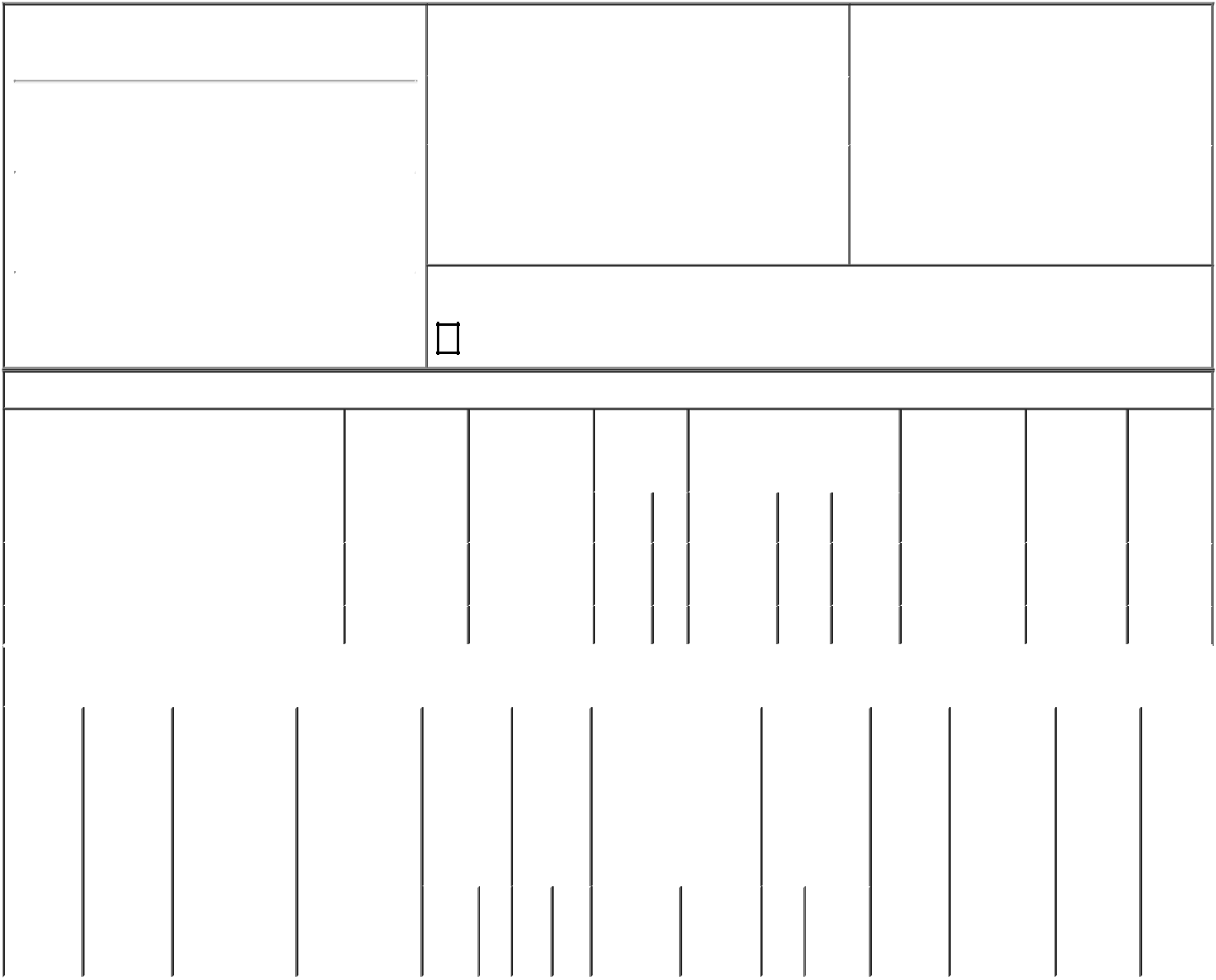
**UNITED STATES SECURITIES AND EXCHANGE**



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **COMMISSION** |  |  | |  |  |
|  | OMB APPROVAL | | |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  | Estimated average burden | | |  |
|  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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



1. Name and Address of Reporting Person\*

[Jarnac Dean E Jr.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001787184)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |  |
|  | 5488 MARVELL LANE | |  |  |
|  |  |  |  |  |
| (Street) | |  |  |  |
|  | SANTA | CA | 95054 |  |
|  | CLARA |  |
|  |  |  |  |
|  |  |  |  |  |
|  | (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) |  |
| 05/18/2023 | | |  |  | EVP Worldwide Sales | |  |
|  |  |  |  |  |  |
|  |  |  |  |  | | |  |
| 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** | | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | | | **Securities** | | **Form: Direct** | **of Indirect** | | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  | **Code (Instr.** | **5)** |  |  |  |  | **Beneficially** | | **(D) or** | **Beneficial** | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  |  | **Owned** |  | **Indirect (I)** | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | | **(Instr. 4)** | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  |  | **Reported** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **Amount** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(D)** |  |  |  | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  | Common Stock | |  | 05/18/2023 | |  |  | S | 6,000(1) | D | $45(2) | | | 12,879 | | I | By | | |  |
|  |  |  |  | Trust(3) | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  |  | 99,558 | | D |  |  |  |  |
|  |  |  |  | | | | | | | | |  | | | |  |  |  |  |  |
|  |  |  | **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.** | **6. Date Exercisable and** | | **7. Title and** | | | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **Number** | **Expiration Date** | | **Amount of** |  |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **of** | **(Month/Day/Year)** | | **Securities** |  |  | **Security** | | **Securities** | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Derivative** |  |  | **Underlying** | | | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  |  | **Securities** |  |  | **Derivative** |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  |  | **Acquired** |  |  | **Security** |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **(A) or** |  |  | **(Instr. 3 and 4)** | | |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** | **of** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code** | **V** | **(A) (D)** | **Exercisable** | **Date** | **Title Shares** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/19/2022.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $45.00 to $45.01, inclusive. The reporting person undertakes to provide Marvell Technology, Inc. ("Marvell"), any security holder of Marvell, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

3. Shares are held in a revocable trust. Dean and Megan Jarnac are trustees of the trust, of which their children are the beneficiaries.

**Remarks:**

Dean Jarnac by Blair Walters



as Attorney-in-Fact



\*\* Signature of Reporting Person

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.

05/19/2023



Date

**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.**