
**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 16, 2023
(Date of earliest event reported)

MARVELL TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40357
(Commission
File Number)

85-3971597
(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 Symbol(s) | Name of each exchange 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 16, 2023, 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:

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTE | TOTAL |
|-------------------|-------------|------------|-----------|--------------------|-------------|
| Sara Andrews | 659,457,331 | 685,461 | 767,493 | 93,373,559 | 754,283,844 |
| Tudor Brown | 645,447,093 | 14,690,314 | 772,878 | 93,373,559 | 754,283,844 |
| Brad Buss | 634,899,506 | 25,239,758 | 771,021 | 93,373,559 | 754,283,844 |
| Rebecca House | 649,072,140 | 11,041,125 | 797,020 | 93,373,559 | 754,283,844 |
| Marachel Knight | 658,019,372 | 2,121,328 | 769,585 | 93,373,559 | 754,283,844 |
| Matthew J. Murphy | 638,992,671 | 20,146,607 | 1,771,007 | 93,373,559 | 754,283,844 |
| Michael Strachan | 657,520,281 | 2,610,106 | 779,898 | 93,373,559 | 754,283,844 |
| Robert E. Switz | 625,642,037 | 34,407,696 | 860,552 | 93,373,559 | 754,283,844 |
| Ford Tamer | 658,375,629 | 1,763,049 | 771,607 | 93,373,559 | 754,283,844 |

2. 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:

| FOR | AGAINST | ABSTAIN | BROKER NON- VOTE | TOTAL |
|-------------|------------|---------|---------------------|-------------|
| 591,857,645 | 68,081,570 | 971,070 | 93,373,559 | 754,283,844 |

3. The proposal related to the frequency of the say on pay vote.

| 1 YEAR | 2 YEARS | 3 YEARS | ABSTAIN | BROKER NON- VOTE | TOTAL |
|-------------|---------|-----------|---------|---------------------|-------------|
| 654,777,829 | 333,818 | 4,818,517 | 980,121 | 93,373,559 | 754,283,844 |

4. 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 February , 2023, was approved based upon the following votes:

| FOR | AGAINST | ABSTAIN | TOTAL |
|-------------|-----------|---------|-------------|
| 752,173,853 | 1,313,859 | 796,132 | 754,283,844 |

Item 8.01 Other Events.

On June 16, 2023, the Company announced that its Board of Directors had declared the payment of its quarterly dividend of \$0.06 per share to be paid on July 26, 2023 to all stockholders of record as of July 7, 2023. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein. The payment of future quarterly cash dividends is subject to, among other things, the best interests of the Company and its stockholders, its results of operations, cash balances and future cash requirements, financial condition, statutory requirements of Delaware law, and other factors that the Board of Directors may deem relevant.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated June 16, 2023, titled “Marvell Technology, Inc. Declares Quarterly Dividend Payment”](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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 16, 2023

By: /s/ Mark Casper

Mark Casper

EVP, Chief Legal Officer and Secretary



Marvell Technology, Inc. Declares Quarterly Dividend Payment

Santa Clara, Calif. (June 16, 2023) — Marvell Technology, Inc. (NASDAQ: MRVL), today announced a quarterly dividend of \$0.06 per share of common stock payable on July 26, 2023 to shareholders of record as of July 7, 2023.

About Marvell

To deliver the data infrastructure technology that connects the world, we're building solutions on the most powerful foundation: our partnerships with our customers. Trusted by the world's leading technology companies for over 25 years, we move, store, process and secure the world's data with semiconductor solutions designed for our customers' current needs and future ambitions. Through a process of deep collaboration and transparency, we're ultimately changing the way tomorrow's enterprise, cloud, automotive, and carrier architectures transform—for the better.

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