SEC Form 4

**FORM 4**

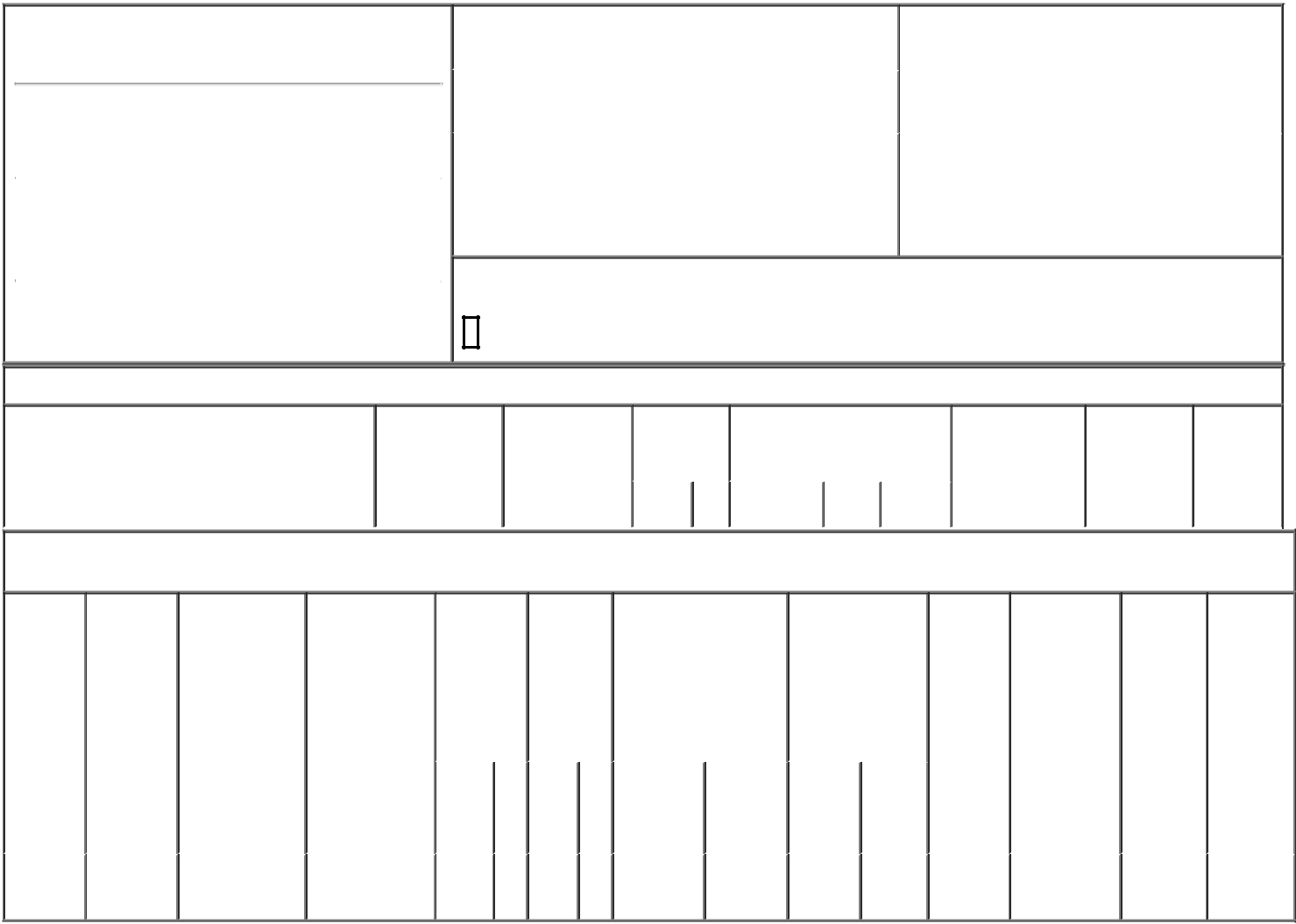
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[STRACHAN MICHAEL G](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001455727)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | (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) | |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  | X Director | 10% Owner |  |
|  |  |  |  |  |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | |  | Officer (give title | Other (specify |  |
| 06/16/2023 | | |  |  | below) | below) |  |
|  |  |  |  |  |  | |  |
| 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 Indirect** | **Beneficial** |  |
|  |  | **(Month/Day/Year)** | **8)** |  |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** |  |
|  |  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** |  |
|  |  |  |  |  |  | **(A) or** |  |  |  |
|  |  |  | **Code** | **V** | **Amount** | **Price** | **Transaction(s)** |  |  |  |
|  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |

**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** | | **6. Date Exercisable and** | | **7. Title and** |  | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** |  | **Expiration Date** | | **Amount of** |  | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | | **(Month/Day/Year)** | | **Securities** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** | |  |  | **Underlying** |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  |  | **Acquired** | |  |  | **Derivative Security** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  |  | **(A) or** |  |  |  | **(Instr. 3 and 4)** | |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  | **Disposed** | |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code** | **V** | **(A)** | **(D)** | **Title** | **of** |  |  |  |  |  |
|  |  |  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted |  |  |  |  |  |  |  |  |  | Common | 4,570 |  |  |  |  |  |
| Stock | (1) | 06/16/2023 |  | A |  | 4,570 |  | (2) | (2) | $0.00 | 4,570 | D |  |  |
| Units |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell Technology, Inc. ("Marvell") common share upon vesting.
2. Vests 100% of shares on the earlier of the next annual meeting of Marvell stockholders or the one year anniversary of the RSU grant.

**Remarks:**

Michael Strachan by Blair



Walters as Attorney-in-Fact



\*\* Signature of Reporting Person

06/21/2023



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.**