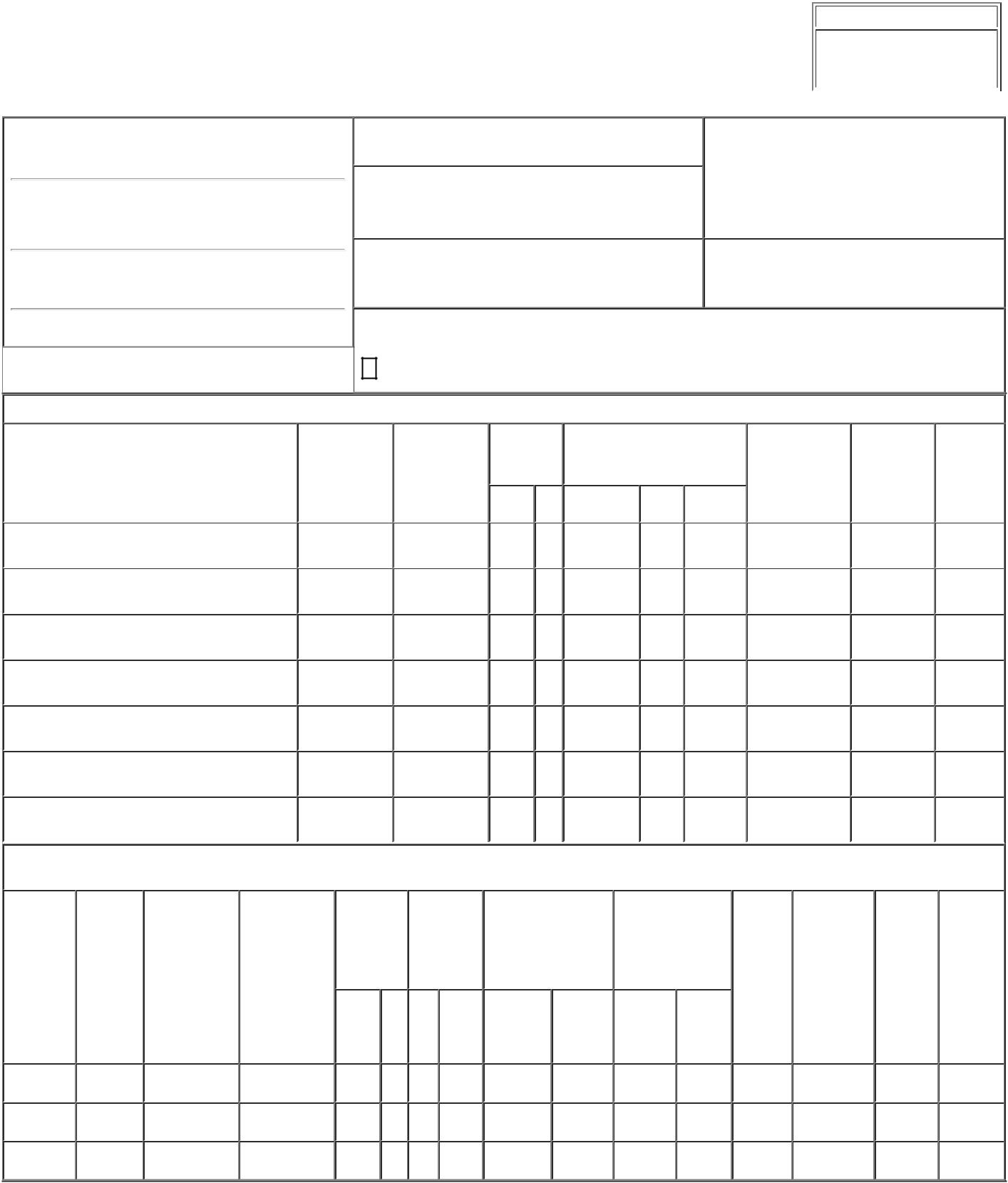
SEC Form 4

**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 \*

[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 | | 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) | |  |
| X | Officer (give title | Other (specify |  |
| 07/15/2023 | | |  |  |
|  | below) | below) |  |
|  |  |  |  |  |  |
|  |  |  |  |  | Chair of Board, President, CEO | |  |
|  |  |  |  |  | | |  |
| 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)** |  |
|  |  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **Amount** |  | **Price** | |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  |  |  | **(D)** |  |  | **(Instr. 3 and 4)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | M | 7,516 |  | A | $0.00 | |  |  | 968,641 | | I | By |  |
|  |  |  |  |  |  |  | Trust(1) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | F(2) | 3,247 |  | D | $63.45 | |  |  | 965,394 | | I | By |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | M | 6,150 |  | A | $0.00 | |  |  | 971,544 | | I | By |  |
|  |  |  |  |  |  |  | Trust(1) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | F(2) | 2,618 |  | D | $63.45 | |  |  | 968,926 | | I | By |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | M | 11,038 | | A | $0.00 | |  |  | 979,964 | | I | By |  |
|  |  |  |  |  |  | Trust(1) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | F(2) | 4,719 |  | D | $63.45 | |  |  | 975,245 | | I | By |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(1) |  |
|  | Common Shares | |  | 07/15/2023 | |  |  | S | 30,000(3) | | D | $64.13(4) | | |  | 945,245 | | 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** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | **6. Date Exercisable and** | | | **7. Title and Amount of** | | | | **8. Price** | | | **9. Number of 10.** | | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | **Expiration Date** | | | **Securities Underlying** | | | | **of** | |  | **derivative** | **Ownership** | **of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | **(Month/Day/Year)** | | | **Derivative Security** | | | | **Derivative** | | | **Securities** | **Form:** | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** |  |  |  | **(Instr. 3 and 4)** | | | | **Security** | | | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  | **Derivative** |  |  |  | **or Disposed** |  |  |  |  |  |  |  | **(Instr. 5)** | | | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  |  | **Security** |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | | **Expiration** |  |  | **of** | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | | **Date** | **Title** | | **Shares** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |
|  | Restricted | (5) | 07/15/2023 |  | M | 7,516 | (6) | | (6) | Common | | 7,516 |  |  |  | $0.00 | 22,551 | D |  |  |
|  | Stock Units |  |  | Shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |
|  | Restricted | (5) | 07/15/2023 |  | M | 6,150 | (7) | | (7) | Common | | 6,150 |  |  |  | $0.00 | 43,055 | D |  |  |
|  | Stock Units |  |  | Shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |
|  | Restricted | (5) | 07/15/2023 |  | M | 11,038 | (8) | | (8) | Common | | 11,038 |  |  |  | $0.00 | 121,421 | D |  |  |
|  | Stock Units |  |  | Shares |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**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. Sales were made pursuant to a 10b5-1 Plan dated September 2022 and modified on March 21, 2023.
4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $63.02 to $64.90, 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.
5. Each RSU represents a contingent right to receive one Marvell Technology, Inc. common share upon vesting.
6. The remaining RSUs will vest on 10/15/2023, 01/15/2024 and 04/15/2024.
7. The remaining RSUs will vest on 10/15/2023, 01/15/2024, 04/15/2024, 07/15/2024, 10/15/2024, 01/15/2025 and 04/15/2025.
8. The remaining RSUs will vest on 10/15/2023, 01/15/2024, 04/15/2024, 07/15/2024, 10/15/2024, 01/15/2025, 04/15/2025, 07/15/2025, 10/15/2025, 01/15/2026 and 04/15/2026.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Matthew Murphy by Blair |  | 07/17/2023 | |  |
| 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.**