

MAXLINEAR INC
Form 4
August 21, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REDDY MADHUKAR

(Last) (First) (Middle)
5966 LA PLACE COURT, SUITE 100
(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAXLINEAR INC [MXL]

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Central Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock (par value \$0.0001) <u>(1)</u>	08/20/2014		M		1,700	A	\$ 0.2323
Class A Common Stock (par value \$0.0001)	08/20/2014		S ⁽²⁾		1,700	D	\$ 9.7958 <u>(3)</u>
	08/20/2014		M		1,447	A	\$ 0

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Class A
Common
Stock (par
value
\$0.0001)
(4)

Class A Common Stock (par value \$0.0001)	08/20/2014	F	1,447	D	\$ 9.83	91,057	D
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Class A Common Stock (par value \$0.0001) <u>(1)</u>	08/21/2014	M	1,700	A	\$ 0.2323	92,757	D
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Class A Common Stock (par value \$0.0001)	08/21/2014	<u>S</u> (2)	1,700	D	\$ <u>(9)</u> 9.7385	91,057	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to	\$ 0.2323	08/20/2014		M	(A) 1,700	<u>(5)</u> 10/28/2015	Class B Common Stock (par value	1,700

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buy)								\$0.0001) (6)	
Restricted Stock Units	(4)	08/20/2014	M	783	(7)	08/20/2015	Class A Common Stock (par value \$0.0001)	783	
Restricted Stock Units	(4)	08/20/2014	M	664	(8)	05/20/2018	Class A Common Stock (par value \$0.0001)	664	
Employee Stock Option (right to buy)	\$ 0.2323	08/21/2014	M	1,700	(5)	10/28/2015	Class B Common Stock (par value \$0.0001) (6)	1,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR 5966 LA PLACE COURT SUITE 100 CARLSBAD, CA 92008			VP, Central Engineering	

Signatures

/s/ Adam Spice, as Attorney-in-Fact 08/21/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock.
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 28, 2014.
Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$9.735 to \$9.84 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) Each restricted stock unit ("RSU") represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
 - (5) Shares subject to the option are fully vested and immediately exercisable.
 - (6) Each share of Class B Common Stock is convertible into one share of Class A Common Stock upon certain transfers and at the option of the Reporting Person. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B

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Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

- (7) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on November 20, 2012, and one twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award shall be fully vested on August 20, 2015.

- (8) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 28,136 RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

- (9) Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$9.695 to \$9.77 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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