

MAXLINEAR INC  
Form S-1MEF  
March 23, 2010

As filed with the Securities and Exchange Commission on March 23, 2010

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-1

## REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

## MaxLinear, Inc.

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3674**  
(Primary Standard Industrial  
Classification Code Number)  
**2051 Palomar Airport Road, Suite 100**

**14-1896129**  
(I.R.S. Employer  
Identification Number)

**Carlsbad, California 92011**

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(760) 692-0711

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Kishore Seendripu, Ph.D.**

**2051 Palomar Airport Road, Suite 100**

**Carlsbad, California 92011**

**(760) 692-0711**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Robert F. Kornegay**

**Anthony G. Mauriello**

**Daniel R. Koeppen**

**Wilson Sonsini Goodrich & Rosati,**

**Professional Corporation**

**12235 El Camino Real**

**San Diego, CA 92130**

**Telephone: (858) 350-2300**

**Telecopy: (858) 350-2399**

**Bruce K. Dallas**

**Davis Polk & Wardwell LLP**

**1600 El Camino Real**

**Menlo Park, CA 94025**

**Telephone: (650) 752-2000**

**Telecopy: (650) 752-2111**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-162947

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. "

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed                             | Amount of Registration Fee |
|--|-----------------------------|---|--------------------------------------|----------------------------|
|  |                             |   | Maximum Aggregate Offering Price (2) |                            |
| Class A common stock \$0.0001 par value            | 1,160,714                   | \$14.00                                       | \$16,250,000                         | \$1,158.63                 |

(1) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-162947).

(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933. **This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of Class A common stock of the Registrant contemplated by the Registration Statement on Form S-1, as amended (File No. 333-162947), originally filed by the Registrant on November 6, 2009 (the Prior Registration Statement ), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Carlsbad, state of California, on March 23, 2010.

**MAXLINEAR, INC.**

By: /s/ KISHORE SEENDRIPU, Ph.D.  
**Kishore Seendripu, Ph.D.**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature  | Title   | Date           |
|--|---|----------------|
| /s/ KISHORE SEENDRIPU<br><b>Kishore Seendripu, Ph.D.</b> | Chairman, President and Chief Executive Officer (Principal Executive Officer) | March 23, 2010 |
| /s/ JOE D. CAMPA<br><b>Joe D. Campa</b>                  | Vice President, Finance and Treasurer<br>(Principal Financial Officer)        | March 23, 2010 |
| /s/ PATRICK E. MCCREADY<br><b>Patrick E. McCready</b>    | Chief Accounting Officer and Controller<br>(Principal Accounting Officer)     | March 23, 2010 |
| *  |   |                |
| <b>Curtis Ling, Ph.D.</b>                                | Director and Chief Technical Officer  | March 23, 2010 |
| *  |   |                |
| <b>Edward E. Alexander</b>                               | Director  | March 23, 2010 |
| *  |   |                |
| <b>Kenneth P. Lawler</b>                                 | Director  | March 23, 2010 |
| *  |   |                |
| <b>David Liddle, Ph.D.</b>                               | Director  | March 23, 2010 |
| *  |   |                |
| <b>Albert J. Moyer</b>                                   | Director  | March 23, 2010 |
| *  |   |                |
| <b>Thomas E. Pardun</b>                                  | Director  | March 23, 2010 |

\*

**Donald E. Schrock**

Director

March 23, 2010

\*By: /s/ **PATRICK E. MCCREADY**  
**Patrick E. McCready**

**Attorney-in-Fact**

The Power of Attorney granted by each director was filed as an exhibit to the Prior Registration Statement.

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 5.1                       | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation                           |
| 23.1                      | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm                     |
| 23.2                      | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1) |
| 24.1*                     | Power of Attorney   |

\* Incorporated by reference from the Prior Registration Statement.