

MARVELL TECHNOLOGY GROUP LTD  
Form 8-K  
December 17, 2008

## 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 (Date of earliest event reported): **December 11, 2008**

## MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

**Bermuda**

**0-30877**

**77-0481679**

(State or other jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**Canon s Court**

**22 Victoria Street**

**Hamilton HM 12**

**Bermuda**

(Address of principal executive offices)

**(441) 296-6395**

(Registrant's telephone number,  
including area code)

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Approval of Form of Stock Option Agreement and Form of Stock Unit Agreement

On December 11, 2008, the Executive Compensation Committee of the Board of Directors (the Committee) of Marvell Technology Group Ltd. (the Company) approved (i) a new form of stock option agreement for option awards made under the Plan, together with a form of notice of grant, and (ii) a new form of stock unit agreement for restricted stock unit grants made under the Plan, together with a form of notice of grant. Forms of such documents are attached hereto as Exhibits 10.1 and 10.2, respectively, and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

|      |  |
|------|--|
| 10.1 | Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan. |
| 10.2 | Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan.            |

**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.

Dated: December 17, 2008

MARVELL TECHNOLOGY GROUP LTD.

By: */s/ Clyde Hosein*  
Clyde Hosein  
*Chief Financial Officer, Interim Chief Operating  
Officer and Secretary*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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| 10.2               | Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan.            |