

MAXLINEAR INC

Form 4

August 21, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

VP, Central Engineering

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (par value \$0.0001) (1)	08/20/2014		M	1,700	A \$ 0.2323	90,351	D
Class A Common Stock (par value \$0.0001)	08/20/2014		S(2)	1,700	D \$ 9.7958 (3)	88,651	D
	08/20/2014		M	1,447	A \$ 0	92,504	D

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

Class A
Common
Stock (par
value
\$0.0001) 08/21/2014 M 1,700 A \$ 0.2323 92,757 D
(1)

Class A
Common
Stock (par
value
\$0.0001) 08/21/2014 S⁽²⁾ 1,700 D \$ 9.7385 91,057 D
(9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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	1,700	<u>(5)</u> 10/28/2015	Class B Common Stock (par value	1,700

buy)								\$0.0001) <u>(6)</u>	
Restricted Stock Units	<u>(4)</u>	08/20/2014	M	783	<u>(7)</u>	08/20/2015	Class A Common Stock (par value \$0.0001)	783	
Restricted Stock Units	<u>(4)</u>	08/20/2014	M	664	<u>(8)</u>	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	<u>(5)</u>	10/28/2015	Class B Common Stock (par value \$0.0001) <u>(6)</u>	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
(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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