

MAXLINEAR INC  
Form 4  
March 30, 2017

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**SEENDRIPU KISHORE**

(Last) (First) (Middle)

C/O MAXLINEAR, INC., 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)  
**03/29/2017**

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)

President and CEO

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 Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |                  |
| Class A Common Stock            | 03/29/2017                           |  | C <sup>(1)</sup>               |   | 106,850   | D  | \$ 0 0                            | I | See footnote (2) |
| Common Stock                    | 03/29/2017                           |  | C <sup>(1)</sup>               |   | 106,850   | A  | \$ 0 106,850                      | I | See footnote (2) |
| Common Stock                    | 03/29/2017                           |  | C <sup>(1)</sup>               |   | 1,772,350   | A  | \$ 0 1,879,200                    | I | See footnote (2) |
| Class A Common                  | 03/29/2017                           |  | C <sup>(1)</sup>               |   | 106,850   | D  | \$ 0 0                            | I | See footnote     |

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|                      |            |  |      |           |   |      |           |     |                  |
|----------------------|------------|--|------|-----------|---|------|-----------|-----|------------------|
| Stock                |            |  |      |           |   |      |           | (3) |                  |
| Common Stock         | 03/29/2017 |  | C(1) | 106,850   | A | \$ 0 | 106,850   | I   | See footnote (3) |
| Common Stock         | 03/29/2017 |  | C(1) | 1,772,351 | A | \$ 0 | 1,879,201 | I   | See footnote (3) |
| Common Stock         | 03/29/2017 |  | C(1) | 18,920    | A | \$ 0 | 18,920    | I   | See footnote (4) |
| Class A Common Stock | 03/29/2017 |  | C(1) | 20,845    | D | \$ 0 | 0         | D   |                  |
| Common Stock         | 03/29/2017 |  | C(1) | 20,845    | A | \$ 0 | 20,845    | D   |                  |

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 Underlying Security (Instr. 3 and 4) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title                |
| Class B Common Stock                       | (1)  | 03/29/2017                           |  | C(1)                           | 1,772,350   | (1)  | (1)   | Common Stock         |
| Class B Common Stock                       | (1)  | 03/29/2017                           |  | C(1)                           | 1,772,351   | (1)  | (1)   | Common Stock         |
| Class B Common Stock                       | (1)  | 03/29/2017                           |  | C(1)                           | 18,920  | (1)  | (1)   | Common Stock         |
| Restricted Stock Units                     | (5)  | 03/29/2017                           |  | J(6)                           | 21,756  | (7)  | (7)   | Class A Common Stock |
|  | (8)  | 03/29/2017                           |  | J(6)                           | 21,756  | (7)  | (7)   |                      |

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|                             |           |            |       |         |      |            |  |                      |
|-----------------------------|-----------|------------|-------|---------|------|------------|--|----------------------|
| Restricted Stock Units      |           |            |       |         |      |            |  | Common Stock         |
| Restricted Stock Units      | (5)       | 03/29/2017 | J(6)  | 27,932  | (9)  | (9)        |  | Class A Common Stock |
| Restricted Stock Units      | (8)       | 03/29/2017 | J(6)  | 27,932  | (9)  | (9)        |  | Common Stock         |
| Restricted Stock Units      | (5)       | 03/29/2017 | J(6)  | 75,938  | (10) | (10)       |  | Class A Common Stock |
| Restricted Stock Units      | (8)       | 03/29/2017 | J(6)  | 75,938  | (10) | (10)       |  | Common Stock         |
| Restricted Stock Units      | (5)       | 03/29/2017 | J(6)  | 114,833 | (11) | (11)       |  | Class A Common Stock |
| Restricted Stock Units      | (8)       | 03/29/2017 | J(6)  | 114,833 | (11) | (11)       |  | Common Stock         |
| Restricted Stock Units      | (5)       | 03/29/2017 | J(6)  | 93,492  | (12) | (12)       |  | Class A Common Stock |
| Restricted Stock Units      | (8)       | 03/29/2017 | J(6)  | 93,492  | (12) | (12)       |  | Common Stock         |
| Stock Option (Right to Buy) | \$ 4.6917 | 03/29/2017 | J(13) | 86,110  | (14) | 07/28/2019 |  | Class B Common Stock |
| Stock Option (Right to Buy) | \$ 4.6917 | 03/29/2017 | J(13) | 86,110  | (14) | 07/28/2019 |  | Common Stock         |
| Stock Option (Right to Buy) | \$ 8.191  | 03/29/2017 | J(13) | 226,039 | (15) | 10/27/2019 |  | Class B Common Stock |
| Stock Option (Right to Buy) | \$ 8.191  | 03/29/2017 | J(13) | 226,039 | (15) | 10/27/2019 |  | Common Stock         |
|                             | \$ 9.1    | 03/29/2017 | J(13) | 60,000  | (16) | 05/06/2018 |  |                      |

| Option Type                 | Exercise Price | Grant Date | Exercise Period   | Quantity | Expiration Date            | Class                |
|-----------------------------|----------------|------------|-------------------|----------|----------------------------|----------------------|
| Stock Option (Right to Buy) |                |            |                   |          |                            | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 9.1         | 03/29/2017 | J <sup>(13)</sup> | 60,000   | <sup>(16)</sup> 05/06/2018 | Common Stock         |
| Stock Option (Right to Buy) | \$ 4.81        | 03/29/2017 | J <sup>(13)</sup> | 200,000  | <sup>(17)</sup> 05/10/2019 | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 4.81        | 03/29/2017 | J <sup>(13)</sup> | 200,000  | <sup>(17)</sup> 05/10/2019 | Common Stock         |
| Stock Option (Right to Buy) | \$ 6.93        | 03/29/2017 | J <sup>(13)</sup> | 186,440  | <sup>(18)</sup> 05/14/2020 | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 6.93        | 03/29/2017 | J <sup>(13)</sup> | 186,440  | <sup>(18)</sup> 05/14/2020 | Common Stock         |
| Stock Option (Right to Buy) | \$ 9.23        | 03/29/2017 | J <sup>(13)</sup> | 105,437  | <sup>(19)</sup> 06/02/2021 | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 9.23        | 03/29/2017 | J <sup>(13)</sup> | 105,437  | <sup>(19)</sup> 06/02/2021 | Common Stock         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SEENDRIPU KISHORE<br>C/O MAXLINEAR, INC.<br>5966 LA PLACE COURT, SUITE 100<br>CARLSBAD, CA 92008 | X             | X         | President and CEO |       |

## Signatures

/s/ Adam Spice, as  
Attorney-in-Fact

03/30/2017

\_\_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) On March 29, 2017, each share of the Issuer's outstanding Class A Common Stock and Class B Common Stock automatically converted into one share of outstanding Common Stock pursuant to the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Shares held by the Kishore V. Seendripu 2017 Annuity Trust dated February 17, 2017, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (3) Shares held by the Rekha S. Seendripu 2017 Annuity Trust dated February 17, 2017, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (4) Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (6) In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan remain unchanged, except that they now represent a contingent right to receive one share of the Issuer's Common Stock.
- (7) 87,025 RSUs were originally granted on May 14, 2013. 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, twenty five percent (25%) of the 87,025 RSUs subject to the award vested on May 20, 2014, and an additional twenty five percent (25%) of the RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2017.
- (8) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (9) 89,382 RSUs were originally granted on June 2, 2014. 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 89,382 RSUs subject to the award vested on August 20, 2014, and an additional one-sixteenth (1/16th) 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.
- (10) 135,000 RSUs were originally granted on May 19, 2015. 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 135,000 RSUs subject to the award vested on August 20, 2015, and an additional one-sixteenth (1/16th) 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, 2019.
- (11) 167,029 RSUs were originally granted on February 11, 2016. 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 167,029 RSUs subject to the award vested on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.
- (12) 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 93,492 RSUs subject to the award shall vest on May 20, 2017, and one-sixteenth (1/16th) of the RSUs subject shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021.
- (13) In connection with the conversion described in footnote (1), outstanding options denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan or denominated by Class B Common Stock issued under the Issuer's 2004 Stock Plan remain unchanged, except that they now represent a right to receive one share of the Issuer's Common Stock.
- (14) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable vesting date, twenty five percent (25%) of the 86,110 shares subject to the option vested and became exercisable on May 10, 2010, and, 2.08% of the shares subject to the option vested and became exercisable at the end of each monthly period thereafter.
- (15) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable vesting date, ten percent (10%) of the 226,039 shares subject to the option vested and became exercisable on October 27, 2010, twenty

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percent (20%) of the shares subject to the option vested and became exercisable October 27, 2011, thirty percent (30%) of the shares subject to the option vested and became exercisable on October 27, 2012, and forty percent (40%) of the shares subject to option vested and became exercisable October 27, 2013.

- (16) 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, ten percent (10%) of the 60,000 shares subject to the option vested and became exercisable May 6, 2012, and, thereafter, twenty percent (20%) of the shares subject to the option vested and became exercisable on May 6, 2013, thirty percent (30%) of the shares subject to the option vested and became exercisable on the May 6, 2014, and forty percent (40%) of the shares subject to the option vested and became exercisable May 6, 2015, such that the option became be fully vested and exercisable on May 6, 2015.

- (17) 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, twenty five percent (25%) of the 200,000 shares subject to the option vested and became exercisable on May 10, 2013, and an additional twenty five percent (25%) of the shares subject to the option vested and became exercisable on each successive anniversary thereafter, such that the option became fully vested and exercisable on May 10, 2016.

- (18) 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, twenty five percent (25%) of the 186,440 shares subject to the option vested and became exercisable on May 14, 2014, and an additional twenty five percent (25%) of the shares subject to the option shall vest and become exercisable on each successive anniversary thereafter, such that the option shall be fully vested and exercisable on May 14, 2017.

- (19) 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 105,437 shares subject to the option vested and became exercisable on August 20, 2014, and an additional one-sixteenth (1/16th) of the shares subject to the option shall vest and become exercisable on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested and exercisable on May 20, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.