

MAXLINEAR INC  
Form 4  
May 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 \*  
**SEENDRIPU KISHORE**

(Last) (First) (Middle)  
**2051 PALOMAR AIRPORT ROAD, SUITE 100**  
(Street)

**CARLSBAD, CA 92011**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/20/2014**

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)  
**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)
				(A) or (D)	Price		
Class A Common Stock (par value \$0.0001) <sup>(1)</sup>	05/20/2014		M	20,391	A \$ 0	146,224	D
Class A Common Stock (par value \$0.0001)	05/20/2014		F	20,391	D \$ 8.32	125,833	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/20/2014		M	2,819	<u>(2)</u> 05/20/2015	Class A Common Stock (par value \$0.0001)	2,819
Restricted Stock Units	<u>(1)</u>	05/20/2014		M	9,395	<u>(3)</u> 05/20/2016	Class A Common Stock (par value \$0.0001)	9,395
Restricted Stock Units	<u>(1)</u>	05/20/2014		M	8,177	<u>(4)</u> 05/20/2017	Class A Common Stock (par value \$0.0001)	8,177

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEENDRIPU KISHORE 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	X	X	President and CEO	

## Signatures

/s/ Justin Scarpulla, as  
Attorney-in-Fact

05/21/2014

\_\_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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

(2) 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 30,000 RSUs subject to the award shall vest on May 20, 2012, and twenty five percent (25%) of the 30,000 RSUs subject to the award vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2015.

(3) 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 100,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 100,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2016.

(4) 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 (25%) of the 87,025 RSUs subject to the award shall vest on May 20, 2014, and an additional twenty five percent (25%) shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2017.

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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