**MAXLINEAR INC** 

Form 4 May 21, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

value \$0.0001)

	(Print or Type I	Responses)											
	1. Name and A REDDY MA	ddress of Reporting	2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]				ng	5. Relationship of Reporting Person(s) to Issuer					
									(Check all applicable)				
	(Last) (First) (Middle) 5966 LA PLACE COURT, SUITE			3. Date of Earliest Transaction (Month/Day/Year) 05/19/2015					DirectorX_ Officer (give	titleOthe	Owner er (specify		
	100			00, 19, 2010					below) below)  VP, Central Engineering				
(Street) CARLSBAD, CA 92008				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	m 1			α ,						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											ly Owned		
	1.Title of Security (Month/Day/Year) Execution (Instr. 3) any (Month/Day		n Date, if	3. Transactic Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(======================================			
	Class A Common Stock (par value \$0.0001)	05/20/2015			M	16,835	A	\$0	149,901 (2)	D			
	Class A Common Stock (par	05/20/2015			F	16,835	D	\$ 10.06	133,066	D			

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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	rcise any Code Securities of (Month/Day/Year) (Instr. 8) Acquired (A		(A) or of (D)	6. Date Exer Expiration D (Month/Day)	7. Title and Amount Underlying Securitie (Instr. 3 and 4)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(1)	05/19/2015		A	57,000		(3)	05/20/2019	Class A Common Stock (par value \$0.0001)	57,00
Restricted Stock Units	<u>(1)</u>	05/20/2015		M		1,691	<u>(4)</u>	05/20/2015	Class A Common Stock (par value \$0.0001)	1,69
Restricted Stock Units	(1)	05/20/2015		M		3,758	<u>(5)</u>	05/20/2016	Class A Common Stock (par value \$0.0001)	3,75
Restricted Stock Units	<u>(1)</u>	05/20/2015		M		5,055	<u>(6)</u>	<u>(6)</u>	Class A Common Stock (par value \$0.0001)	5,05
Restricted Stock Units	Ш	05/20/2015		M		2,254	<u>(7)</u>	<u>(7)</u>	Class A Common Stock (par value \$0.0001)	2,25
Restricted Stock Units	(1)	05/20/2015		M		782	(8)	08/20/2015	Class A Common Stock (par value \$0.0001)	782

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Restricted Stock Units	(1)	05/20/2015	M	2,630	<u>(9)</u>	05/20/2017	Class A Common Stock (par value \$0.0001)	2,63
Restricted Stock Units	(1)	05/20/2015	M	665	(10)	05/20/2018	Class A Common Stock (par value \$0.0001)	665

## **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

05/21/2015

\*\*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) Includes 3,124 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 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 RSUs subject to the award shall vest on August 20, 2015, 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, 2019.
- 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 18,000 RSUs subject to the award shall vest on May 20, 2012, and twenty five percent (25%) of the 18,000 RSUs subject to the award vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 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, twenty five percent (25%) of the 40,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 40,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2016.
- 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 third (1/3rd) of the 40,364 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 40,364 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.
- (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 third (1/3rd) of the 18,000 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of

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the 18,000 RSUs suject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 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 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.
- 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 28,000 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.
- 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 28,316 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.

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.