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MAXLINE. Form 4	AR INC										
May 21, 20	15										
FORM	ЛЛ									PPROVAL	
	UNITED	STATES		RITIES A shington			IGE	COMMISSION	N OMB Number:	3235-0287	
Check the check	gar									January 31, 2005	
subject t Section Form 4	16.	MENIO	NT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5	
Form 5	Filed pu	rsuant to S	Section	16(a) of th	ne Securi	ties Ex	chan	ge Act of 1934,	response	. 0.5	
obligatio may con <i>See</i> Inst 1(b).	tinue. Section 17			Jtility Hol nvestment	•	- ·		of 1935 or Sectio 940	on		
(Print or Type	Responses)										
1. Name and A WALSH B	Address of Reporting RENDAN	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			MAXLINEAR INC [MXL]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
5966 LA P 100	LACE COURT,	SUITE	(Month/) 05/19/2	Day/Year) 2015				Director X Officer (giv below) VP, Pro		% Owner her (specify heting	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
F CARLSBAD, CA 92008				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securit	ies Ao	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D) P		Transaction(s) (Instr. 3 and 4)			
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned dire	ctly o	r indirectly.			
					Perso	ons who	o res	pond to the colle ained in this form		SEC 1474 (9-02)	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/19/2015		A		20,000		<u>(2)</u>	05/20/2019	Class A Common Stock (par value \$0.0001)	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
WALSH BRENDAN 5966 LA PLACE COURT SUITE 100 CARLSBAD, CA 92008			VP, Product Line Marketing						
Signatures									
/s/ Adam Spice, as Attorney-in-Fact	05/21	1/2015							
**Signature of Reporting Person	Da	ate							

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.

Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each

(2) 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.

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.