

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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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 \*  
**LING CURTIS**

(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)

Chief Technical Officer

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	03/29/2017		C <sup>(1)</sup>	155,850 D	\$ 0 0	D	
Common Stock	03/29/2017		C <sup>(1)</sup>	155,850 A	\$ 0 155,850	D	
Common Stock	03/29/2017		C <sup>(1)</sup>	677,736 A	\$ 0 833,586	D	

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

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SEC 1474 (9-02)

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 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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Class B Common Stock	<u>(1)</u>	03/29/2017		C <u>(1)</u>		677,736	<u>(1)</u>	<u>(1)</u>	Common Stock	677,736
Restricted Stock Units	<u>(2)</u>	03/29/2017		J <u>(3)</u>		7,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	7,000
Restricted Stock Units	<u>(5)</u>	03/29/2017		J <u>(3)</u>	7,000		<u>(4)</u>	<u>(4)</u>	Common Stock	7,000
Restricted Stock Units	<u>(2)</u>	03/29/2017		J <u>(3)</u>		8,849	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	8,849
Restricted Stock Units	<u>(5)</u>	03/29/2017		J <u>(3)</u>	8,849		<u>(6)</u>	<u>(6)</u>	Common Stock	8,849
Restricted Stock Units	<u>(2)</u>	03/29/2017		J <u>(3)</u>		30,375	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	30,375
Restricted Stock Units	<u>(5)</u>	03/29/2017		J <u>(3)</u>	30,375		<u>(7)</u>	<u>(7)</u>	Common Stock	30,375
Restricted Stock Units	<u>(2)</u>	03/29/2017		J <u>(3)</u>		31,205	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	31,205
Restricted Stock Units	<u>(5)</u>	03/29/2017		J <u>(3)</u>	31,205		<u>(8)</u>	<u>(8)</u>	Common Stock	31,205
Restricted Stock Units	<u>(2)</u>	03/29/2017		J <u>(3)</u>		25,243	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	25,243
Restricted Stock	<u>(5)</u>	03/29/2017		J <u>(3)</u>	25,243		<u>(9)</u>	<u>(9)</u>	Common Stock	25,243

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Units									
Stock Option (Right to Buy)	\$ 1.163	03/29/2017	J <sup>(10)</sup>	18,033	(11)	08/07/2017	Class B Common Stock	18,033	
Stock Option (Right to Buy)	\$ 1.163	03/29/2017	J <sup>(10)</sup>	18,033	(11)	08/07/2017	Common Stock	18,033	
Stock Option (Right to Buy)	\$ 7.4478	03/29/2017	J <sup>(10)</sup>	48,437	(12)	10/27/2019	Class B Common Stock	48,437	
Stock Option (Right to Buy)	\$ 7.4478	03/29/2017	J <sup>(10)</sup>	48,437	(12)	10/27/2019	Common Stock	48,437	
Stock Option (Right to Buy)	\$ 9.1	03/29/2017	J <sup>(10)</sup>	32,000	(13)	05/06/2018	Class A Common Stock	32,000	
Stock Option (Right to Buy)	\$ 9.1	03/29/2017	J <sup>(10)</sup>	32,000	(13)	05/06/2018	Common Stock	32,000	
Stock Option (Right to Buy)	\$ 4.81	03/29/2017	J <sup>(10)</sup>	60,000	(14)	05/10/2019	Class A Common Stock	60,000	
Stock Option (Right to Buy)	\$ 4.81	03/29/2017	J <sup>(10)</sup>	60,000	(14)	05/10/2019	Common Stock	60,000	
Stock Option (Right to Buy)	\$ 5.64	03/29/2017	J <sup>(10)</sup>	76,000	(15)	08/09/2019	Class A Common Stock	76,000	
Stock Option (Right to Buy)	\$ 5.64	03/29/2017	J <sup>(10)</sup>	76,000	(15)	08/09/2019	Common Stock	76,000	
Stock Option (Right to Buy)	\$ 6.93	03/29/2017	J <sup>(10)</sup>	53,986	(16)	05/14/2020	Class A Common Stock	53,986	

Stock Option (Right to Buy)	\$ 6.93	03/29/2017	J <sup>(10)</sup>	53,986	(16)	05/14/2020	Common Stock	53
Stock Option (Right to Buy)	\$ 9.23	03/29/2017	J <sup>(10)</sup>	33,402	(17)	06/02/2021	Class A Common Stock	33
Stock Option (Right to Buy)	\$ 9.23	03/29/2017	J <sup>(10)</sup>	33,402	(17)	06/02/2021	Common Stock	33

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LING CURTIS C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	X		Chief Technical Officer	

## 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (3) 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.
- (4) 28,000 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 28,000 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.
- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (6) 28,316 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 28,316 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.
- (7) 54,000 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 54,000 RSUs subject to the award

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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.

- (8) 45,388 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 45,388 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.

- (9) 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 25,243 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.

- (10) 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.

- (11) 77,499 options were originally granted on August 7, 2007. 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 77,499 shares subject to the option vested and became exercisable on August 7, 2008, and, 2.08% of the shares subject to the option vested and became exercisable at the end of each monthly period thereafter.

- (12) 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 48,437 shares subject to the option vested and became exercisable on October 27, 2010, twenty 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.

- (13) 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 32,000 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 fully vested and exercisable on May 6, 2015.

- (14) 80,000 options were originally granted on May 10, 2012. 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 80,000 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.

- (15) 100,000 options were originally granted on August 9, 2012. 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 forty-eighth (1/48th) of the 100,000 shares subject to the option vested and became exercisable on each one month anniversary of the vesting commencement date, such that the option became fully vested and exercisable on August 9, 2016.

- (16) 59,986 options 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 59,986 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.

- (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, one-sixteenth (1/16th) of the 33,402 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.