

MAXLINEAR INC
Form SC 13G/A
February 12, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

MaxLinear, Inc.
(Name of Issuer)
Common Stock, \$0.0001 par value per share
(Title of Class of Securities)
57776J 100
(CUSIP Number)
December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

CUSIP No. 57776J 100

1. Names of reporting persons
Kishore V. Seendripu, Ph.D.
Check the appropriate box if a member of a group (See Instructions)
2. (a) " (b) "
3. SEC use only
4. Citizenship or place of organization
United States

Number of Shares Sole voting power
5. 2,733,233 shares of Common Stock (1)

Number of Shares Shared voting power
6. 2,044,182 (2)

Owned by Each Reporting Person Sole dispositive power
7. 2,733,233 shares of Common Stock (1)

Owned by Each Reporting Person Shared dispositive power
8. 2,044,182 (2)

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,777,415 shares of Common Stock (3)
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
10. Instructions)

11. Percent of Class Represented by Amount in Row (9)
6.9% (4)
Type of Reporting Person (See Instructions)
12. IN

(1) Consists of 144,247 shares of Common Stock held of record by the Reporting Person, 18,920 shares of Common Stock held of record by the Seendripu Relatives Trust dated 10/5/09 ("Relatives Trust"), 870,659 shares of Common Stock held of record by the Kishore V. Seendripu 2017 Annuity Trust dated February 17, 2017 ("Kishore Trust"), 870,660 shares of Common Stock held of record by the Rekha S. Seendripu 2017 Annuity Trust dated February 17, 2017 ("Rekha Trust"), options to purchase 804,026 shares of Common Stock held by the Reporting Person that are fully vested and exercisable within sixty days of December 31, 2018, and 24,721 restricted stock units scheduled to vest within 60 days of December 31, 2018. Kishore V. Seendripu, Ph.D., a member of the Issuer's board of directors and named executive officer, is a trustee of the Relatives Trust, the Kishore Trust and the Rekha Trust.

(2) Consists of 2,044,182 shares of Common Stock held of record by the Seendripu Family Trust dated 10/5/09, for which the Reporting Person and the Reporting Person's spouse serve as trustees ("Family Trust").

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(3) Consists of 144,247 shares of Common Stock held of record by the Reporting Person, 18,920 shares of Common Stock held of record by the Relatives Trust, 870,659 shares of Common Stock held of record by the Kishore Trust, 870,660 shares of Common Stock held of record by the Rekha Trust, 2,044,182 shares of Common Stock held of record by the Family Trust, options to purchase 804,026 shares of Common Stock held by the Reporting Person that are fully vested and exercisable within sixty days of December 31, 2018, and 24,721 restricted stock units scheduled to vest within 60 days of December 31, 2018.

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This number represents the percentage obtained by: dividing (a) the total number of shares of the Issuer's Common (4) Stock being reported in this Statement (4,777,415) by (b) the number of shares of the Issuer's Common Stock outstanding on October 24, 2018 (68,964,765), based on information publicly disclosed by the Issuer.

Item 1.

(a) Name of Issuer:

MaxLinear, Inc.

(b) Address of Issuer's Principal Executive Offices:

5966 La Place Court, Suite 100

Carlsbad, California 92008

Item 2.

(a) Name of Person Filing:

Kishore V. Seendripu, Ph.D.

(b) Address of Principal Business Office or, if none, Residence:

Kishore V. Seendripu, Ph.D.

c/o MaxLinear, Inc.

5966 La Place Court, Suite 100

Carlsbad, California 92008

(c) Citizenship:

United States

(d) Title of Class of Securities:

Common Stock, \$0.0001 par value per share.

(e) CUSIP Number:

57776J 100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Person filing this statement on Schedule 13G is provided as of December 31, 2018.

(a) Amount Beneficially Owned:

4,777,415 (1)

(b) Percent of Class:

6.9% (2)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

2,733,233 (3)

(ii) Shared power to vote or to direct the vote:

2,044,182 (4)

(iii) Sole power to dispose or to direct the disposition of:

2,733,233 (3)

(iv) Shared power to dispose or to direct the disposition of:

2,044,182 (4)

(1) Consists of 144,247 shares of Common Stock held of record by the Reporting Person, 18,920 shares of Common Stock held of record by the Seendripu Relatives Trust dated 10/5/09 ("Relatives Trust"), 870,659 shares of Common Stock held of record by the Kishore V. Seendripu 2017 Annuity Trust dated February 17, 2017 ("Kishore Trust"), 870,660 shares of Common Stock held of record by the Rekha S. Seendripu 2017 Annuity Trust dated February 17, 2017 ("Rekha Trust"), 2,044,182 shares of Common Stock held of record by the Seendripu Family Trust dated 10/5/09 ("Family Trust"), options to purchase 804,026 shares of Common Stock held by the Reporting Person that are fully vested and exercisable within sixty days of December 31, 2018, and 24,721 restricted stock units scheduled to vest within 60 days of December 31, 2018. Kishore V. Seendripu, Ph.D., a member of the Issuer's board of directors and named executive officer, is a trustee of the Relatives Trust, the Kishore Trust and the Rekha Trust. Dr. Seendripu and his spouse are trustees of the Family Trust.

(2) This number represents the percentage obtained by: dividing (a) the total number of shares of the Issuer's Common Stock being reported in this Statement (4,777,415) by (b) the number of shares of the Issuer's Common Stock outstanding on October 24, 2018 (68,964,765), based on information publicly disclosed by the Issuer.

(3) Consists of 144,247 shares of Common Stock held of record by the Reporting Person, 18,920 shares of Common Stock held of record by the Relatives Trust, 870,659 shares of Common Stock held of record by the Kishore Trust, 870,660 shares of Common Stock held of record by the Rekha Trust, options to purchase 804,026 shares of Common Stock held by the Reporting Person that are fully vested and exercisable within sixty days of December 31, 2018, and 24,721 restricted stock units scheduled to vest within 60 days of December 31, 2018.

(4) Consists of 2,044,182 shares of Common Stock held of record by the Family Trust.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

7. Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2019

Date

By: /s/ Kishore V. Seendripu, Ph.D.

Print Name: Kishore V. Seendripu, Ph.D.