

MARVELL TECHNOLOGY GROUP LTD  
Form 8-K  
May 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 21, 2009

**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of  
incorporation)

**0-30877**  
(Commission File Number)

**77-0481679**  
(I.R.S. Employer  
Identification No.)

**Canon s Court**

**22 Victoria Street**

**Hamilton HM 12**

**Bermuda**

(Address of principal executive offices)

**(441) 296-6395**

(Registrant s telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

As previously disclosed on March 6, 2008, Marvell Technology Group Ltd. ( Marvell ) reached a tentative settlement with the plaintiffs in the pending derivative securities lawsuits (the Derivative Lawsuits ) related to Marvell 's historic stock option granting practices. On March 12, 2009, Marvell entered into a formal Stipulation of Settlement with the plaintiffs regarding the Derivative Lawsuits. On May 21, 2009, the United States District Court for the Northern District of California issued an order preliminarily approving the settlement. A hearing to determine whether the court should issue an order finally approving the proposed settlement has been scheduled for July 17, 2009. The terms of the proposed settlement are described in the notice of proposed settlement attached hereto as Exhibit 99.1, and include certain corporate governance reform measures.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Notice of Proposed Settlement of Derivative Action.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 28, 2009

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Clyde R. Hosein  
Clyde R. Hosein

*Chief Financial Officer, Interim Chief Operating  
Officer and Secretary*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                  |
|--------------------|---|
| 99.1               | Notice of Proposed Settlement of Derivative Action. |