

MAXLINEAR INC
Form 4
March 30, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARDUN THOMAS E

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/29/2017		C ⁽¹⁾		66,252	D	\$ 0 0
Common Stock	03/29/2017		C ⁽¹⁾		66,252	A	\$ 0 66,252

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	03/29/2017		J(3)	6,217	(4)	(4)	Class A Common Stock	6
Restricted Stock Units	(5)	03/29/2017		J(3)	6,217	(4)	(4)	Common Stock	6
Stock Option (Right to Buy)	\$ 4.2581	03/29/2017		J(6)	16,575	(7)	07/27/2019(8)	Class B Common Stock	1
Stock Option (Right to Buy)	\$ 4.2581	03/29/2017		J(6)	16,575	(7)	07/27/2019(8)	Common Stock	1
Stock Option (Right to Buy)	\$ 14	03/29/2017		J(6)	10,857	(9)	03/23/2020	Class A Common Stock	1
Stock Option (Right to Buy)	\$ 14	03/29/2017		J(6)	10,857	(9)	03/23/2020	Common Stock	1
Stock Option (Right to Buy)	\$ 9.1	03/29/2017		J(6)	21,149	(10)	05/06/2018	Class A Common Stock	2
Stock Option (Right to Buy)	\$ 9.1	03/29/2017		J(6)	21,149	(10)	05/06/2018	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

PARDUN THOMAS E
C/O MAXLINEAR, INC.
5966 LA PLACE COURT, SUITE 100
CARLSBAD, CA 92008

X

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.
- In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the
- (3) 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.
- Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such date, one hundred
- (4) percent (100%) of the RSUs subject to the award will vest on the earlier to occur of May 1, 2017 or the date immediately preceding the 2017 annual meeting of stockholders.
- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- In connection with the conversion described in footnote (1), outstanding options denominated by Class A Common Stock issued under
- (6) 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.
- 34,575 options were originally granted on July 28, 2009. Subject to the Reporting Person's continuing to be a Service Provider (as
- (7) defined in the 2004 Stock Plan) through each applicable vesting date, twenty five percent (25%) of the shares subject to the option vested and became exercisable on July 28, 2010, and 2.08% of the shares vested and became exercisable at the end of each monthly period thereafter.
- (8) An incorrect expiration date of July 28, 2019 was reported in the Form 4 filed on March 30, 2010. The correct expiration date is July 27, 2019.
- Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through such
- (9) applicable vesting date, one hundred percent (100%) of the shares subject to the option vested and became exercisable on March 23, 2011.
- Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such applicable vesting
- (10) date, one hundred percent (100%) of the shares subject to the option vested and became exercisable on the day prior to the 2012 annual meeting of stockholders.

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.