MARVELL TECHNOLOGY GROUP LTD Form SC 13D/A November 21, 2017

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D** 

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 3)1

Marvell Technology Group Ltd.

(Name of Issuer)

Common Stock, \$0.002 par value per share

(Title of Class of Securities)

G5876H105

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

| New York, New York 10019   |
|--|
| (212) 451-2300   |
| (Name, Address and Telephone Number of Person  |
| Authorized to Receive Notices and Communications)  |
|  |
| November 19, 2017  |
| (Date of Event Which Requires Filing of This Statement)  |
|  |
| If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".                         |
| <i>Note:</i> Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. <i>See</i> § 240.13d-7 for other parties to whom copies are to be sent.  |
|  |
|  |
| 1 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 disclosures provided in a prior cover page. |
| The information required on 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).

## CUSIP NO. G5876H105

| 1                     | NAME OF<br>PERSON  | FREPORTING                                   |
|-----------------------|--|--|
| 2                     | CHECK T  | AIATE<br>MEMBER <sup>(a)</sup>               |
| 2                     | ara liar   |  |
| 3                     | SEC USE  | ONL I  |
| 4                     | SOURCE   | OF FUNDS                                     |
| 5                     | OO<br>CHECK B<br>DISCLOS'<br>LEGAL<br>PROCEED<br>REQUIRE<br>PURSUAN<br>ITEM 2(d) | URE OF<br>DINGS IS<br>D<br>NT TO             |
| 6                     | CITIZENS<br>ORGANIZ  | SHIP OR PLACE OF<br>ZATION                   |
|                       | DELAV  | VARE   |
| NUMBER OF             | 7  | SOLE VOTING<br>POWER                         |
| SHARES                | _  |  |
| BENEFICIALLY OWNED BY | 8  | 33,720,786<br>SHARED                         |
| EACH                  | 8  | VOTING POWER                                 |
| REPORTING             |  | - 0 -  |
| PERSON WITH           | 9  | SOLE<br>DISPOSITIVE<br>POWER                 |
|                       | 10   | 33,720,786<br>SHARED<br>DISPOSITIVE<br>POWER |
| 11                    | AGGREG   | - 0 -<br>ATE AMOUNT                          |

BENEFICIALLY OWNED BY

## EACH REPORTING PERSON

33,720,786
CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

6.9% TYPE OF REPORTING PERSON

PN

2

#### CUSIP NO. G5876H105

| 1 | NAME OF REPORTING |
|---|-------------------|
| 1 | PERSON            |

STARBOARD VALUE AND OPPORTUNITY MASTER

FUND LTD CHECK THE

2 APPROPRIATE BOX (a) IF A MEMBER OF A

**GROUP** 

(b)

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

WC

CHECK BOX IF DISCLOSURE OF

**LEGAL** 

5 PROCEEDINGS IS

REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

#### **CAYMAN ISLANDS**

NUMBER OF 7 SOLE VOTING POWER

**SHARES** 

BENEFICIALLY 13,495,491

OWNED BY 8 SHARED VOTING POWER

**EACH** 

REPORTING - 0 -

10

SOLE

PERSON WITH 9 DISPOSITIVE

**POWER** 

13,495,491

SHARED DISPOSITIVE

**POWER** 

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

13,495,491

CHECK BOX IF THE

AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS

13 REPRESENTED BY AMOUNT IN ROW (11)

2.7%

14 TYPE OF REPORTING

**PERSON** 

CO

# CUSIP NO. G5876H105

| 1                      | NAME OF REPORTING<br>PERSON  |   |
|------------------------|--|---|
| 2                      |  | CR OF A (a)                                 |
|                        |  | (b)   |
| 3                      | SEC USE ON   | LY  |
| 4                      | SOURCE OF  | FUNDS                                       |
| 5                      | WC CHECK BOX DISCLOSURE LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) OF | E OF<br>GS IS<br>TO                         |
| 6                      | CITIZENSHII<br>ORGANIZAT   | P OR PLACE OF<br>TION                       |
|                        | DELAWAI  | RE  |
| NUMBER OF              | 7  | SOLE VOTING<br>POWER                        |
| SHARES<br>BENEFICIALLY | 7  | 1,588,369                                   |
| OWNED BY               | 8  | SHARED<br>VOTING<br>POWER                   |
| EACH<br>REPORTING      |  | - 0 -                                       |
| PERSON WITH            | 9  | SOLE<br>DISPOSITIVE<br>POWER                |
|                        | 10   | 1,588,369<br>SHARED<br>DISPOSITIVE<br>POWER |

|    | - 0 -                 |
|----|-----------------------|
|    | AGGREGATE AMOUNT      |
| 11 | BENEFICIALLY OWNED BY |
|    | EACH REPORTING PERSON |
|    | 1,588,369             |
|    | CHECK BOX IF THE      |
|    | AGGREGATE             |
| 12 | AMOUNT IN ROW         |
|    | (11) EXCLUDES         |
|    | CERTAIN SHARES        |
|    |                       |
|    | PERCENT OF CLASS      |
| 13 | REPRESENTED BY AMOUNT |
|    | IN ROW (11)           |
|    | Less than 1%          |
| 14 | TYPE OF REPORTING     |
| 14 | PERSON                |
|    |                       |

OO

# CUSIP NO. G5876H105

1

|              | AND OPP         | ARD VALUE<br>ORTUNITY C |
|--------------|-----------------|-------------------------|
|              | LP<br>CHECK THE | ı                       |
|              | APPROPRIA       |                         |
| 2            | IF A MEMBE      | ED OF A (a)             |
|              | GROUP           | EK OF A                 |
|              | GROUP           | (b)                     |
|              |                 | (0)                     |
| 3            | SEC USE ON      | ILY                     |
|              |                 |                         |
|              |                 |                         |
| 4            | SOURCE OF       | FUNDS                   |
|              |                 |                         |
|              | WC              |                         |
|              | CHECK BOX       |                         |
|              | DISCLOSUR       | E OF                    |
|              | LEGAL           |                         |
| 5            | PROCEEDIN       | GS IS                   |
|              | REQUIRED        |                         |
|              | PURSUANT        |                         |
|              | ITEM 2(d) Ol    | R 2(e)                  |
|              |                 |                         |
|              | CITIZENCIII     |                         |
| 6            | OF ORGANI       | P OR PLACE              |
|              | OF ORGANI.      | ZATION                  |
|              | DELAWA          | RE                      |
|              |                 | SOLE                    |
| NUMBER OF    | 7               | VOTING                  |
|              |                 | POWER                   |
| SHARES       |                 |                         |
| BENEFICIALLY | <b>r</b>        | 877,932                 |
|              |                 | SHARED                  |
| OWNED BY     | 8               | VOTING                  |
|              |                 | POWER                   |
| EACH         |                 |                         |
| REPORTING    |                 | - 0 -                   |
|              |                 | SOLE                    |
| PERSON WITH  | 9               | DISPOSITIVE             |
|              |                 | POWER                   |
|              |                 |                         |
|              | 10              | 877,932                 |
|              | 10              |                         |

NAME OF REPORTING

PERSON

SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

877,932

CHECK BOX IF THE AGGREGATE

12 AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1% TYPE OF REPORTING

14 PERSON

PN

5

# CUSIP NO. G5876H105

| 1            | NAME OF REPORTING<br>PERSON |                      |
|--------------|-----------------------------|----------------------|
|              | STARBOA<br>LP               | ARD VALUE R          |
|              | CHECK THE                   | E                    |
| 2            | APPROPRIA                   | TE                   |
| 2            | BOX IF A M                  | EMBER <sup>(a)</sup> |
|              | OF A GROU                   |                      |
|              |                             | (b)                  |
| 3            | SEC USE ON                  | NLY                  |
| 4            | SOURCE OF                   | FUNDS                |
|              | 00                          |                      |
|              | OO<br>CHECK BOX             | (IF                  |
|              | DISCLOSUR                   |                      |
| LEGAL        |                             |                      |
| 5            | PROCEEDIN                   | IGS IS               |
|              | REQUIRED<br>PURSUANT        | TO                   |
|              | ITEM 2(d) O                 |                      |
|              | (37)                        | (-)                  |
|              | CIEIZENGIII                 |                      |
| 6            | OF ORGANI                   | P OR PLACE<br>ZATION |
|              | or ortorin                  | 2/111011             |
|              | DELAWA                      | RE                   |
|              | _                           | SOLE                 |
| NUMBER OF    | 7                           | VOTING<br>POWER      |
| SHARES       |                             | FOWER                |
| BENEFICIALLY | •                           | 877,932              |
|              |                             | SHARED               |
| OWNED BY     | 8                           | VOTING               |
| EACH         |                             | POWER                |
| REPORTING    |                             | - 0 -                |
|              |                             | SOLE                 |
| PERSON WITH  | 9                           | DISPOSITIVE          |
|              |                             | POWER                |
|              |                             | 877,932              |
|              | 10                          | SHARED               |
|              |                             | DISPOSITIVE          |

- 0 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

877,932
CHECK BOX IF
THE AGGREGATE

AMOUNT IN ROW &nbsp
(11) EXCLUDES
CERTAIN SHARES