MAXLINEAR INC

Form 4

February 23, 2016

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person *LING CURTIS | | | 2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL] | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|----------|--|---|--|--|
| (Last) (First) | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 | | | 02/22/2016 | _X_ Officer (give title Other (speci- below) below) Chief Technical Officer | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |
| CARLSBAD, CA 92008 | | | | Form filed by More than One Reportin | | |

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| (City) | (State) | (Zip) Tabl | e I - Non-D | Perivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|---|--------------------------------------|------------|-------------|--|-------|-------------|--|--|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | | 4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| Clara A | | | Code V | Amount | or | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock (par value \$0.0001) (1) | 02/22/2016 | | M | 3,265 | A | \$ 0 | 125,229 | D | |
| Class A Common Stock (par value \$0.0001) | 02/22/2016 | | F | 3,265 | D | \$ 15.75 | 121,964 | 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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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) | Code | onof Derivative | | tive Expiration Date (Month/Day/Year) of | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deriv Secu (Inst |
|---|---|---|---|--------|-----------------|-------|--|--------------------|---|--|---------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | Ш | 02/22/2016 | | M | | 774 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock (par value \$0.0001) | 774 | \$ |
| Restricted Stock Units | <u>(1)</u> | 02/22/2016 | | M | | 1,451 | (3) | <u>(3)</u> | Class A Common Stock (par value \$0.0001) | 1,451 | \$ |
| Restricted Stock Units | (1) | 02/22/2016 | | M | | 1,040 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock (par value \$0.0001) | 1,040 | \$ |

Reporting Owners

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

Reporting Owners 2

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Signatures

/s/ Adam Spice, as Attorney-in-Fact

02/23/2016

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- 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 shall vest 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.
- 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 shall vest 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.
- 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 shall vest 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.

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.

Signatures 3