

LIDDLE DAVID E  
Form 4  
May 17, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PRESIDIO MANAGEMENT  
GROUP VIII L L C**

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MAXLINEAR INC [MXL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)             |
|---|---|---|--------------------------------------|---|--|--|---|
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/15/2012                              |   | C <sup>(1)</sup>                     | 350,000 A <u>1</u>  | 350,000  | I  | Directly<br>owned by<br>USVP<br>VIII <sup>(4)</sup> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/15/2012                              |   | C <sup>(1)</sup>                     | 3,378 A <u>1</u>  | 3,378  | I  | Directly<br>owned by<br>AFF VIII<br><sup>(4)</sup>  |
| Class A<br>Common                                     | 05/15/2012                              |   | C <sup>(1)</sup>                     | 3,235 A <u>1</u>  | 3,235  | I  | Directly<br>owned by                                |

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|   |            |  |      |         |   |     |       |   |  |
|---|------------|--|------|---------|---|-----|-------|---|--|
| Stock<br>(\$0.0001<br>par value)                      |            |  |      |         |   |     |       |   | EP VIII-A<br>(4)                         |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/15/2012 |  | C(1) | 1,640   | A | (1) | 1,640 | I | Directly<br>owned by<br>EP VIII-B<br>(4) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/15/2012 |  | J(2) | 350,000 | D | (2) | 0     | I | Directly<br>owned by<br>USVP<br>VIII (4) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/15/2012 |  | J(2) | 3,378   | D | (2) | 0     | I | Directly<br>owned by<br>AFF VIII<br>(4)  |

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

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                |
|---|---|---|---|---|---|--|--------------------|---|--------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount o<br>Number o<br>Shares |
| Class B<br>Common<br>Stock<br>(convertible<br>into Class A<br>Common<br>Stock) <sup>(3)</sup> | <sup>(3)</sup>  | 05/15/2012                              |   | C <sup>(3)</sup>                        | 350,000   | <sup>(3)</sup>   | <sup>(3)</sup>     | Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 350,000                        |
| Class B<br>Common<br>Stock<br>(convertible  | <sup>(3)</sup>  | 05/15/2012                              |   | C <sup>(3)</sup>                        | 3,378   | <sup>(3)</sup>   | <sup>(3)</sup>     | Class A<br>Common<br>Stock<br>(\$0.0001                             | 3,378                          |

|   |            |            |              |       |            |            |   |            |
|---|------------|------------|--------------|-------|------------|------------|---|------------|
| into Class A<br>Common<br>Stock) <u>(3)</u>   |            |            |              |       |            |            |   | par value) |
| Class B<br>Common<br>Stock<br>(convertible<br>into Class A<br>Common<br>Stock) <u>(3)</u> | <u>(3)</u> | 05/15/2012 | C <u>(3)</u> | 3,235 | <u>(3)</u> | <u>(3)</u> | Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 3,235      |
| Class B<br>Common<br>Stock<br>(convertible<br>into Class A<br>Common<br>Stock) <u>(3)</u> | <u>(3)</u> | 05/15/2012 | C <u>(3)</u> | 1,640 | <u>(3)</u> | <u>(3)</u> | Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 1,640      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PRESIDIO MANAGEMENT GROUP VIII L L C<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025  |               | X         |         |       |
| US VENTURE PARTNERS VIII L P<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025          |               | X         |         |       |
| USVP VIII AFFILIATES FUND L P<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025         |               | X         |         |       |
| USVP ENTREPRENEUR PARTNERS VIII A L P<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025 |               | X         |         |       |
| USVP ENTREPRENEUR PARTNERS VIII B L P<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025 |               | X         |         |       |
| FEDERMAN IRWIN<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025                        |               | X         |         |       |
| FU WINSTON S<br>2735 SAND HILL ROAD<br>MENLO PARK, CA 94025                          |               | X         |         |       |
|  |               | X         |         |       |

KRAUSZ STEVEN M  
2735 SAND HILL ROAD  
MENLO PARK, CA 94025

LIDDLE DAVID E  
2735 SAND HILL ROAD  
MENLO PARK, CA 94025

X

## Signatures

Michael P. Maher - Attorney in fact for each reporting person

05/17/2012

\_\_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) At the election of the Reporting Persons, each share of Class A Common Stock, which is publicly traded stock, is issued upon conversion of one share of Class B Common Stock.
- (2) Distribution in kind from partnership without consideration to its general and limited partners.  
Upon certain transfers and at the option of the holder, each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Registrant's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock
- (3) Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Irwin Federman, Winston S. Fu, Steven M. Krausz, David E. Liddle, Jonathan D. Root, Christopher Rust, Casey M. Tansey, and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.
- (4)

## Remarks:

Remark:

This report is one (1) of two (2) reports each on a separate Form 4; however, these forms are related to the same transaction be

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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