**MAXLINEAR INC** 

Form 4

February 21, 2014

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

LaChance Michael J.

Symbol

02/20/2014

MAXLINEAR INC [MXL]

(Check all applicable)

2051 PALOMAR AIRPORT

(Middle)

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

Director \_X\_\_ Officer (give title

10% Owner Other (specify

ROAD, SUITE 100

below)

Vice President, Operations

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CARLSBAD, CA 92011

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative s	Securi	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		Transaction(A) or Di Code (D) (Instr. 8) (Instr. 3,		4 and 5)  (A) or		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)
Class A Common Stock (par value \$0.0001) (1)	02/20/2014		Code V  M	Amount 822	(D)	Price	32,006	D	
Class A Common Stock (par value \$0.0001)	02/20/2014		F	822	D	\$ 9.98	31,184	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)

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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. Transactic Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/20/2014		M	822	(2)	05/20/2015	Class A Common Stock (par value \$0.0001)	822

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LaChance Michael J. 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011

Vice President, Operations

### **Signatures**

/s/ Adam Spice, as Attorney-in-Fact 02/21/2014

\*\*Signature of Reporting Person

## **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 the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (2) 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, twenty five percent (25%) of the 30,000 RSUs subject to the award shall vest on May 20, 2012, and one sixteenth (1/16th) of the 30,000 RSUs subject to the award shall vest on each August 20, November 20, February 20 and May 20, thereafter, such

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that the award shall be fully vested on May 20, 2015.

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.