

MAXLINEAR INC
Form 4
March 02, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LING CURTIS

(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)
03/01/2016

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)

Chief Technical Officer

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	(D)	Price
Class A Common Stock (par value \$0.0001) (1)	03/01/2016		C(1)		9,103	A	(1) 131,067
Class A Common Stock (par value \$0.0001)	03/01/2016		M		10,000	A	\$ 4.81 141,067
	03/01/2016		M		12,000	A	\$ 5.64 153,067

Class A
Common
Stock (par
value
\$0.0001)

Class A Common Stock (par value \$0.0001)	03/01/2016	<u>S</u> ⁽²⁾	31,103	D	\$ 16.0204 <u>(3)</u>	121,964	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Employee Stock Option (right to buy)	\$ 1.1613	03/01/2016		M		9,103	<u>(4)</u>	08/07/2017	Class B Common Stock (convertible into Class A Common Stock)
Class B Common Stock (convertible into Class A Common Stock)	<u>(5)</u>	03/01/2016		M		9,103	<u>(5)</u>	<u>(5)</u>	Class A Common Stock (\$0.0001 par value)
Class B Common Stock (convertible into Class A	<u>(5)</u>	03/01/2016		<u>C</u> ⁽¹⁾		9,103	<u>(5)</u>	<u>(5)</u>	Class A Common Stock (\$0.0001 par value)

Common Stock)								
Employee Stock Option (right to buy)	\$ 4.81	03/01/2016	M	10,000	<u>(6)</u>	05/10/2019	Class A Common Stock (\$0.0001 par value)	
Employee Stock Option (right to buy)	\$ 5.64	03/01/2016	M	12,000	<u>(7)</u>	08/09/2019	Class A Common Stock (\$0.0001 par value)	

Reporting Owners

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

Signatures

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

03/02/2016

**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) Reflects shares of Class B common stock converted into an equivalent number of shares of Class A common stock pursuant to a power of attorney granted by the reporting person on December 2, 2015 in connection with the adoption of a Rule 10b5-1 trading plan.
 - (2) The sale of shares reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on December 2, 2015.

Represents the weighted average share price of an aggregate total of 31,103 shares sold in the price range of \$15.79 to \$16.31 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) The shares subject to the option became fully vested and exercisable on August 7, 2011.

Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the publicly traded stock, upon certain transfers and at the option of the holder. 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.
 - (4) 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 shares subject to the option vested and became exercisable on May 10, 2013, and an additional twenty five percent (25%) of the shares subject to the option shall vest and become exercisable on each successive anniversary thereafter, such that the option shall be fully vested and exercisable on May 10, 2016.
 - (5) 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 forty-eighth (1/48th) of the shares subject to the option shall vest and become exercisable on each one month

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anniversary of the vesting commencement date of August 9, 2012, such that the option shall be fully vested and exercisable on August 9, 2016.

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.