

MAXLINEAR INC
Form 3
July 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LOUGHEED JAMES | | (Month/Day/Year) | MAXLINEAR INC [MXL] | |
| (Last) | (First) | (Middle) | 06/30/2017 | |
| C/O MAXLINEAR, INC.,Â 5966 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| LA PLACE COURT, SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Component Products | |
| 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | |
| <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |
| CARLSBAD,Â CAÂ 92008 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|------------|--------------|--------|----------|---|---|
| Stock Option (Right to Buy) | Â (1) | 09/17/2021 | Common Stock | 4,828 | \$ 21.02 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 09/14/2022 | Common Stock | 12,679 | \$ 13.03 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 05/02/2023 | Common Stock | 3,786 | \$ 13.61 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 09/14/2022 | Common Stock | 28,500 | \$ 13.03 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 02/01/2023 | Common Stock | 15,620 | \$ 12.17 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 05/02/2023 | Common Stock | 23,477 | \$ 13.61 | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 1,514 | \$ (8) | D | Â |
| Restricted Stock Units | Â (9) | Â (9) | Common Stock | 9,088 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOUGHEED JAMES C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008 | Â | Â | Â VP, Component Products | Â |

Signatures

/a/ Connie Kwong, as
Attorney-in-Fact

07/06/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one-seventeenth (1/17th) of the shares subject to the option vested and became exercisable on May 17, 2017 (the "Vesting Commencement Date), and one seventeenth (1/17th) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.
- (2) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, the option shall vest as follows: (i) beginning on May 14, 2017 (the "Vesting Commencement Date) and through December 14, 2017, 11.452% of the shares subject to the option vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, (ii) beginning on January 14, 2018 and through December 14, 2018, 28.015% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, and (iii) beginning on January 14, 2019 and through December 14, 2019, 60.533% of the shares subject to the option shall vest and become exercisable in equal monthly installments on the same day of the month as the Vesting Commencement

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Date.

- (3) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one fifth (1/5th) of the shares subject to the option shall vest and become exercisable on January 2, 2020 (the "Vesting Commencement Date), and one fifth (1/5th) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

- (4) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, the option shall vest as follows: (i) beginning on May 14, 2017 (the "Vesting Commencement Date) and through December 14, 2017, 34.77% of the shares subject to the option vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, (ii) beginning on January 14, 2018 and through December 14, 2018, 47.32% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, and (iii) beginning on January 14, 2019 and through September 14, 2019, 17.91% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date.

- (5) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one thirty-third (1/33rd) of the shares subject to the option vested and became exercisable on June 1, 2017 (the "Vesting Commencement Date), and one thirty-third (1/33rd) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

- (6) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one thirty-first (1/31st) of the shares subject to the option vested and became exercisable on June 2, 2017 (the "Vesting Commencement Date), and one thirty-first (1/31st) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

- (7) Subject to the Reporting Person continuing to provide services to the Company through such applicable vesting date, one hundred percent (100%) of the RSUs subject to the award shall vest on April 1, 2018.

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

- (9) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, twenty five percent (25%) of the RSUs subject to the award shall vest on October 3, 2017, and twenty five percent (25%) of the RSUs subject to the award shall vest on October 3rd each year thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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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