

WALSH BRENDAN

Form 4

February 26, 2019

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALSH BRENDAN**

(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)  
**02/22/2019**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP, Product Line Marketing

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	02/22/2019		M	2,740 A	\$ 0 179,564	D	
Common Stock	02/22/2019		F	2,740 D	\$ 23.63 176,824	D	
Common Stock	02/22/2019		A	3,136 <sup>(2)</sup> A	\$ 0 179,960	D	
Common Stock	02/22/2019		F	1,493 D	\$ 23.63 178,467	D	

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.

SEC 1474  
(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/22/2019		M		645		(3)	(3)	Common Stock	645	\$ 0
Restricted Stock Units	(1)	02/22/2019		M		864		(4)	(4)	Common Stock	864	\$ 0
Restricted Stock Units	(1)	02/22/2019		M		408		(5)	(5)	Common Stock	408	\$ 0
Restricted Stock Units	(1)	02/22/2019		M		823		(6)	(6)	Common Stock	823	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH BRENDAN C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			VP, Product Line Marketing	

## Signatures

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

02/26/2019

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. Common Stock.

Represents shares of Common Stock issued to the Reporting Person for the 2018 performance period under the Company's Executive Incentive Bonus Plan (the "Bonus Plan"). All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the award amount earned under the Bonus Plan and the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(3) 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 20,000 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. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(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, one-sixteenth (1/16th) of the 25,417 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. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(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-sixteenth (1/16th) of the 13,836 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(6) Subject to the Reporting Person 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 24,245 RSUs subject to the award shall vest on August 20, 2018, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each November 20, February 20, May 20, and August 20 thereafter, such that the award will be fully vested on May 20, 2022. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 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.