

MARVELL TECHNOLOGY GROUP LTD  
Form 424B3  
June 28, 2005

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**PROSPECTUS SUPPLEMENT**  
**dated June 28, 2005**  
**to Prospectus dated October 6, 2003**

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-106833

**7,973,842 Shares**

**MARVELL TECHNOLOGY GROUP, LTD.**

**COMMON STOCK**

This prospectus supplement relates to the resale from time to time, of up to 7,973,842 shares of our common stock by our shareholders. All share numbers in this prospectus supplement have been adjusted to reflect a 2 for 1 stock split of our common stock effected pursuant to the issuance of additional shares in June 2004.

This prospectus supplement should be read in conjunction with the prospectus dated October 6, 2003, which is to be delivered with this prospectus supplement.

The information in the table appearing under the heading "Selling Shareholders" in the prospectus is supplemented and superseded in part by the information appearing in the table below:

| <b>Selling Shareholders</b>  | <b>Shares<br/>Beneficially<br/>Owned Prior<br/>To Offering</b> | <b>Number of<br/>Shares Being<br/>Offered</b> | <b>Shares<br/>Beneficially<br/>Owned After<br/>Offering</b> |
|--|--|---|---|
| Yehuda Zisapel(1)  | 60,798(1)  | 45,739  | 0   |
| Carm-Ad Ltd. (2)   | 6,230  | 6,230   | 0   |
| Zohar Zisapel  | 20,639(3)  | 7,883(3)                                      | 0   |
| Lomsha Ltd. (4)  | 4,099  | 4,099   | 0   |
| Michael and Klil Holdings (93) Ltd. (4)                                  | 4,099  | 4,099   | 0   |
| Yossi Elihav   | 2,257  | 2,257   | 0   |
| Bynet Data Communications Ltd. (Trust) (2)                               | 4,271  | 4,271   | 0   |
| RAD Data Communications Ltd. (Trust) (5)                                 | 4,558  | 4,558   | 0   |
| Formula Ventures LP (6)  | 13,330   | 13,330  | 0   |
| FV PEH LP (6)  | 3,579  | 3,579   | 0   |
| Formula Ventures (Israel) LP (6)   | 4,206  | 4,206   | 0   |
| UBS Capital (Jersey) Ltd. (7)  | 7,235  | 7,235   | 0   |
| HarbourVest International Private Equity Partners III Direct Fund LP (8) | 22,062   | 22,062  | 0   |
| Accton Network (BVI) Co., Ltd. (9)                                       | 14,389   | 14,389  | 0   |
| BCS Growth Fund (Israel) L.P. (10)                                       | 1,334  | 1,334   | 0   |

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| Selling Shareholders   | Shares<br>Beneficially<br>Owned Prior<br>To Offering | Number of<br>Shares Being<br>Offered | Shares<br>Beneficially<br>Owned After<br>Offering |
|--|--|--------------------------------------|---|
| Pitango Venture Capital Fund III (Israeli Sub) L.P. (11)       | 13,408   | 13,408                               | 0   |
| Pitango Venture Capital Fund III (Israeli Sub) Non Q LP (11)   | 1,239  | 1,239                                | 0   |
| Pitango JP Morgan Fund III (Israel) LP (11)                    | 3,915  | 3,915                                | 0   |
| Pitango Venture Capital Fund III (Israeli Investors) L.P. (11) | 3,655  | 3,655                                | 0   |
| Pitango Venture Capital Fund III Trusts 2000 Ltd. (11)         | 945  | 945                                  | 0   |
| Pitango Principals Fund III (Israel) L.P. (11)                 | 473  | 473                                  | 0   |

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|  |            |            |           |
|--|------------|------------|-----------|
| Shrem Fudim Kelner & Co. Ltd. (12)                     | 161        | 161        | 0         |
| Shrem Fudim Kelner (Founders Group) LP (13)            | 161        | 161        | 0         |
| Canada Israel Opportunity Fund III LP (14)             | 161        | 161        | 0         |
| Danrok Holdings Ltd. (15)                              | 161        | 161        | 0         |
| August Capital III LP (16)                             | 28,118     | 28,118     | 0         |
| Applied Micro Circuits Corporation                     | 16,128(17) | 16,128(17) | 0         |
| Zohar Gilon  | 8,920(18)  | 8,920(18)  | 0         |
| Yair Tauman  | 1,753      | 1,753      | 0         |
| Dalia Lev  | 418        | 418        | 0         |
| Livi Apel  | 2,228      | 2,228      | 0         |
| Amos and Daughter Investments and Properties Ltd. (19) | 3,121(20)  | 3,121(20)  | 0         |
| Hanigal Investments (1997) Ltd. (21)                   | 4,459(22)  | 4,459(22)  | 0         |
| Udi Abramovich   | 35         | 35         | 0         |
| Kachal Adi   | 801        | 801        | 0         |
| Shelly Aks   | 532        | 532        | 0         |
| Yossi Amir   | 2,844      | 2844       | 0         |
| Tal Anker  | 6,752(23)  | 2381       | 4,371(23) |
| Moshe Arad   | 9,321(24)  | 1527       | 7,794(24) |
| Ron Auster   | 2,263(25)  | 821        | 1,442(25) |
| Vladimir Avanesian                                     | 15,408(26) | 7000       | 8,408(26) |
| Lior Avitan  | 362(27)    | 214        | 148(27)   |
| Mordechai Avni   | 9,651(28)  | 2173       | 7,478(28) |
| Ariel Avrahami   | 2,756(29)  | 834        | 1,922(29) |
| Shiri Bar  | 3,009(30)  | 1337       | 1,672(30) |
| Yuval Bar  | 1,304(31)  | 232        | 1,072(31) |
| Zion Benodis   | 4,078(32)  | 813        | 3,265(32) |
| Anat Berlin  | 1,079(33)  | 174        | 905(33)   |
| Michael Bogachek                                       | 10,019(34) | 2866       | 7,153(34) |
| Lubov Braverman  | 1,549(35)  | 287        | 1,262(35) |
| Errol Brodie   | 726(36)    | 572        | 154(36)   |
| Tsahi Bronshter  | 3,759(37)  | 1337       | 2,422(37) |

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|                   |           |      |         |
|-------------------|-----------|------|---------|
| Alex Burman       | 1,213     | 1213 | 0       |
| Ithak Chen        | 276       | 276  | 0       |
| Alexander Chuzhoy | 1,165(38) | 214  | 951(38) |

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|                     |            |       |           |
|---------------------|------------|-------|-----------|
| Rina Cohen          | 300        | 300   | 0         |
| Yuval Cohen         | 17,790(39) | 12314 | 5,476(39) |
| Ronen Cojocar       | 2,709(40)  | 864   | 1,845(40) |
| Ran Dar             | 2,749(41)  | 487   | 2,262(41) |
| Gali Darei          | 272        | 272   | 0         |
| Lizy Delaricha      | 1,155(42)  | 419   | 736(42)   |
| Alex Dverin         | 516(43)    | 174   | 342(43)   |
| Galit Efraty        | 2,273(44)  | 1032  | 1,241(44) |
| Irit Eilon          | 581        | 581   | 0         |
| Ariel Ein-Mor       | 287        | 287   | 0         |
| Gadi Eisenberg      | 1,549(45)  | 287   | 1,262(45) |
| Arie Elia           | 7,525(46)  | 1208  | 6,317(46) |
| Ilan Elmaliyah      | 2,655(47)  | 1213  | 1,442(47) |
| Benzi Elyashar      | 2,163(48)  | 721   | 1,442(48) |
| Amnon Even-Zohar    | 4,177(49)  | 702   | 3,475(49) |
| Gad Ever            | 1,337      | 1337  | 0         |
| Yedidia Falk        | 3,958(50)  | 1471  | 2,487(50) |
| Ilan Finkelstein    | 1,192(51)  | 653   | 539(51)   |
| Amy Fredj           | 1,697(52)  | 652   | 1,045(52) |
| Eli Fux             | 11,177     | 11177 | 0         |
| Aharon Gadot        | 2,190(53)  | 345   | 1,845(53) |
| Ofir Gal            | 3,169(54)  | 490   | 2,679(54) |
| Izhack Gavra        | 718        | 718   | 0         |
| Meir Gersi          | 10,789(55) | 1916  | 8,873(55) |
| Kfir Gerti          | 1,304(56)  | 232   | 1,072(56) |
| Ariel Gilman        | 2,094(57)  | 294   | 1,800(57) |
| Yair Golan          | 519        | 519   | 0         |
| Avi Goldberg        | 809        | 809   | 0         |
| Yitshak Goldbum     | 788(58)    | 336   | 452(58)   |
| Robert Goldschlager | 8,401(59)  | 4196  | 4,205(59) |
| Sveta Gorelik       | 1,031(60)  | 237   | 794(60)   |

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|                 |            |      |           |
|-----------------|------------|------|-----------|
| Or Grushka      | 581        | 581  | 0         |
| Leonid Guberman | 653        | 653  | 0         |
| Simcha Gutgold  | 12,897(61) | 8394 | 4,503(61) |

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|                               |            |       |            |
|-------------------------------|------------|-------|------------|
| Ilan Hagai                    | 2,356(62)  | 905   | 1,451(62)  |
| Alon Harel                    | 2,591(63)  | 435   | 2,156(63)  |
| Barak Henig                   | 4,994(64)  | 888   | 4,106(64)  |
| Eyal Hilel                    | 261        | 261   | 0          |
| Gadi Hutt                     | 1,454(65)  | 261   | 1,193(65)  |
| Nathan Iarovich               | 7,487(66)  | 3256  | 4,231(66)  |
| Tamar Ilani                   | 1,549(67)  | 287   | 1,262(67)  |
| Yaniv Inbar                   | 1,786(68)  | 261   | 1,525(68)  |
| Michael Indenbaum             | 44,649(69) | 7675  | 36,974(69) |
| Alicia-Judith Jayinski-Huller | 194        | 194   | 0          |
| Boaz Kahana                   | 5,563(70)  | 2257  | 3,306(70)  |
| Shay Kamin                    | 235        | 235   | 0          |
| Tally Kaplan-Porat            | 1,117      | 1117  | 0          |
| Giora Kaplinski               | 2,871(71)  | 1183  | 1,688(71)  |
| Amit Karten                   | 2,967(72)  | 325   | 2,642(72)  |
| Arkady Katz                   | 26,497(73) | 11178 | 15,319(73) |
| Maria Khlud                   | 2,271(74)  | 842   | 1,429(74)  |
| Ilan Kieselstein              | 1,682      | 1682  | 0          |
| Roman Kleinerman              | 1,500(75)  | 320   | 1,180(75)  |
| Anat Koren                    | 545        | 545   | 0          |
| Eyal Kosovski                 | 110        | 110   | 0          |
| Omer Lado                     | 435        | 435   | 0          |
| Leshem Liav                   | 2,287(76)  | 261   | 2,026(76)  |
| Wayne Lieberman               | 8,712      | 8712  | 0          |
| Alexander Lifshits            | 2,759(77)  | 1337  | 1,422(77)  |
| Yekaterina Linker             | 666        | 666   | 0          |
| Natan Lugasi                  | 11,280(78) | 4793  | 6,487(78)  |
| Yehonatan Maidenberg          | 891        | 261   | 630(79)    |
| Cfir Maimon                   | 265        | 265   | 0          |
| Revital Malka                 | 3,050(80)  | 1069  | 1,981(80)  |
| Zach Ithack Marco             | 2,040(81)  | 719   | 1,321(81)  |

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|               |           |      |           |
|---------------|-----------|------|-----------|
| Sharon Meir   | 2,165(82) | 320  | 1,845(82) |
| Amos Melnikov | 1,864(83) | 652  | 1,212(83) |
| Alex Mikunis  | 4,796(84) | 3847 | 949(84)   |

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|                  |             |      |            |
|------------------|-------------|------|------------|
| Igor Miroshnik   | 257         | 257  | 0          |
| Orly Moran       | 2,841(85)   | 1457 | 1,384(85)  |
| Gai Nachum       | 3,523(86)   | 1525 | 1,998(86)  |
| Doron Nevipur    | 174         | 174  | 0          |
| Michael Orr      | 23,615(87)  | 4994 | 18,621(87) |
| Osovsky, Gil     | 1,707(88)   | 675  | 1,032(88)  |
| Itzik Ovadia     | 1,433(89)   | 536  | 897(89)    |
| Amit Paz         | 314         | 314  | 0          |
| Francis Petersen | 15,580(90)  | 5578 | 10,002(90) |
| Octavia Pichl    | 2,095(91)   | 653  | 1,442(91)  |
| Oleg Pinchuk     | 8,970(92)   | 1211 | 7,759(92)  |
| Shlomo Pongratz  | 4,883(93)   | 652  | 4,231(93)  |
| Mickael Rachamim | 2,953(94)   | 261  | 2,692(94)  |
| Omer Radin       | 9,540(95)   | 3313 | 6,227(95)  |
| Ezra Ram         | 337         | 337  | 0          |
| Ofer Rahuk       | 2,561(96)   | 718  | 1,843(96)  |
| Hanoch Raviv     | 1,193(97)   | 825  | 368(97)    |
| Gil Raz          | 441(98)     | 250  | 191(98)    |
| Ronen Redman     | 7,000(99)   | 2208 | 4,792(99)  |
| Yehiel Reeb      | 232         | 232  | 0          |
| Emanuel Reyzer   | 1,703(100)  | 261  | 1,442(100) |
| Lior Ronen       | 261         | 261  | 0          |
| Doron Rozental   | 721         | 628  | 93         |
| Victor Ryabchin  | 2,655(101)  | 1213 | 1,442(101) |
| Danny Sborovsky  | 1,793(102)  | 1162 | 631(102)   |
| Emi Seliar       | 11,042(103) | 2203 | 8,839(103) |
| Lili Segev       | 500(104)    | 167  | 333(104)   |
| Noam Shaked      | 1,703(105)  | 261  | 1,442(105) |
| Ronny Shalev     | 3,940(106)  | 2136 | 1,804(106) |
| Moshe Shaul      | 6,178(107)  | 959  | 5,219(107) |
| Boris Shehter    | 261         | 261  | 0          |

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|             |            |      |            |
|-------------|------------|------|------------|
| Gil Shevach | 1,928(108) | 442  | 1,486(108) |
| Avi Shif    | 3,238(109) | 1213 | 2,025(109) |
| Tal Shiff   | 1,304(110) | 232  | 1,072(110) |

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|                     |             |       |             |
|---------------------|-------------|-------|-------------|
| Jehudit Shimoni     | 272(111)    | 109   | 163(111)    |
| Anna Shoshan        | 307(112)    | 217   | 90(112)     |
| Michael Shvartsland | 232         | 232   | 0           |
| Gil Siso            | 5,915(113)  | 843   | 5,072(113)  |
| Amos Soffer         | 2,092(114)  | 733   | 1,359(114)  |
| Ori Soffer          | 6,907(115)  | 1058  | 5,849(115)  |
| Nimrod Stern        | 1,653(116)  | 412   | 1,241(116)  |
| Hadar Tal           | 771         | 771   | 0           |
| Naftali Tannin      | 5,913(117)  | 2121  | 3,792(117)  |
| Ronen Tausi         | 12,033(118) | 3258  | 8,775(118)  |
| Matty Toker         | 1,495(119)  | 626   | 869(119)    |
| Yakov Treister      | 3,009(120)  | 1337  | 1,672(120)  |
| Alex Tsahanski      | 1,583(121)  | 601   | 982(121)    |
| Hannan Uliel        | 5,093(122)  | 1687  | 3,406(122)  |
| Yoram Valent        | 38,537(123) | 20721 | 17,816(123) |
| Nachum Vilner       | 2,405(124)  | 1213  | 1,192(124)  |
| Oren Viner          | 5,009(125)  | 778   | 4,231(125)  |
| Galit Volpert       | 3,999(126)  | 1428  | 2,571(126)  |
| Vitaly Vovnoboy     | 25,506(127) | 3623  | 21,883(127) |
| Eldad Winkler       | 2,312(128)  | 330   | 1,982(128)  |
| Yevgeny Yanovsky    | 719(129)    | 261   | 458(129)    |
| Moshe Yechezkael    | 2,599(130)  | 1337  | 1,262(130)  |
| Udi Yehezkel        | 17,669(131) | 4545  | 13,124(131) |
| Ilan Yerushalmi     | 6,296(132)  | 798   | 5,498(132)  |
| Nir Yona Richtiger  | 905         | 905   | 0           |
| Jacob Zankel        | 82,487(133) | 51507 | 30,980(133) |
| Evgeni Zetserov     | 3,121(134)  | 894   | 2,227(134)  |
| Tal-Sarit Zetserov  | 145         | 145   | 0           |
| Shay Zuker          | 345         | 345   | 0           |
| Eran Zwilling       | 2,656(135)  | 944   | 1,712(135)  |
| Michael Zimmerman   | 1,641(136)  | 402   | 1,239(136)  |

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|             |            |     |            |
|-------------|------------|-----|------------|
| Ariel Cohen | 1,197(137) | 287 | 910(137)   |
| Adi Kahal   | 2,063(138) | 801 | 1,262(138) |
| Xuefeng Luo | 678        | 678 | 0          |

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|               |            |       |            |
|---------------|------------|-------|------------|
| Amnon Ptashek | 8,199      | 8,199 | 0          |
| Yaron Shachal | 4,329(139) | 2,887 | 1,442(139) |

- (1) Includes 4,558 shares held by RAD Data Communications Ltd., 6,230 shares held by Carm-Ad Ltd., and 4,271 shares held by Bynet Data Communications Ltd.
- (2) Yehuda Zisapel possesses sole voting and dispositive power with respect to the listed shares.
- (3) Includes 4,099 shares held by Michael and Klil Holdings Ltd., 4,558 shares held by RAD Data Communications, Inc., and 4,099 shares held by Lomsha Ltd.
- (4) Zohar Zisapel possesses sole voting and dispositive power with respect to the listed shares.
- (5) Yehuda Zisapel and Zohar Zisapel possess sole voting and dispositive power with respect to the listed shares.
- (6) Formula Ventures L.P., Formula Ventures (Israel) L.P. and FV-PEH L.P. are part of an affiliated group of investment entities, "Formula Ventures," managed by Formula Ventures Ltd. and Formula Ventures Partners (Cayman Islands) Ltd. Michael Geiger, Yigal Erlich, Shai Beilis, Benny Maidan and Nir Linchevsk, by virtue of their board position in Formula Ventures Ltd., and Shai Beilis and Nir Linchevski, by virtue of their board position in Formula Ventures Partners (Cayman Islands Ltd.) have the ultimate power to direct the vote, by majority vote of its board of directors, with respect to the listed shares. The Limited Partners who hold more than ten percent of Formula Ventures are: Private Equity Holding (Cayman) Ltd., Trefoil FV Investors L.P., Mashov Gruss Investments Ltd., and USB Capital (Jersey) Ltd.
- (7) UBS Capital (Jersey) Ltd. is wholly owned by UBS AG which is the beneficial owner. The directors of UBS Capital (Jersey) Ltd., Johann Baerlocher, Derek Crane, David Hall, Flavio Muller, Alan Ross and Derek Smith, possess the voting and dispositive power with respect to the listed shares.
- (8) HarbourVest Partners, LLC ("HarbourVest") is the Managing Member of HIPEP III-Direct Associates LLC, which is the General Partner of HarbourVest International Private Equity Partners III-Direct Fund L.P., the owner of the aforementioned shares. The Managing Members of HarbourVest hold the investment power and voting power over the listed shares owned by HarbourVest International Private Equity Partners III-Direct Fund L.P. The Managing Members of HarbourVest are Edward W. Kane and D. Brooks Zug who share the investment and voting power.
- (9) Accton Network (B.V.I.) Co. Ltd. is the beneficial owner. Yimin Doo, Fai-Long Kuo and An-Jye Huang possess the ultimate voting and dispositive power with respect to the listed shares.
- (10) BCS Investment Company is the beneficial owner and along with its directors Benny Bergman, Itschak Shrem, Ram Caspi and Itschak Swary possess the ultimate voting and dispositive power with respect to the listed shares.
- (11) Pitango V.C. Fund III GP is the general partner and beneficial owner of Pitango Venture Capital Fund III (Israeli Sub) L.P., Pitango Venture Capital Fund III (Israeli Sub) Non Q L.P., Pitango Venture Capital Fund III (Israeli Investors) L.P., Pitango JP Morgan Fund III (Israel) L.P., Pitango Venture Capital Fund III Trusts 2000 Ltd. and Pitango Principals Fund III (Israel) L.P. The partners of the General Partner are various companies, including companies each of which are solely owned by one of the following: Rami Beracha, Bruce Cocker, Isaac Hillel, Rami Kalish, Aaron Mankovski and Chemi Peres (the "Principals"). None of the Principals individually has the power to vote or dispose of the listed shares of the Company held by the Fund but all of the Principals share the power to vote or dispose of such shares. Each of such individuals has less than a 10% economic interest in the Fund.

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- (12) Shrem, Fudim, Kelner & Co. Ltd is the beneficial owner. The Board of Directors including Itschak Shrem, Yair Fudin, Rubin Zimmerman, Avraham Podhorzer, Avner Cohen, Vered Reichman and David Leviatan possesses the voting and dispositive power with respect to the listed shares.
- (13) Shrem, Fudim, Kelner Founders Group II Ltd is the General Partner and beneficial owner of Shrem Fudim Kelner (Founders Group) LP and along with its directors, Yair Fudin and Itschak Shrem possesses the ultimate voting and dispositive power with respect to the listed shares.
- (14) Israel Opportunity III Inc. is the General Partner and beneficial owner of Canada Israel Opportunity Fund III LP and along with its directors, Paul Morton, Henry Morton, Jim Hume, Itschak Shrem and Ofra Amir possesses the ultimate voting and dispositive power with respect to the listed shares.
- (15) Danrock Holdings Ltd. is the beneficial owner of the listed shares. Ori Rosen and Dr. Avigdor Klagsbald possess the ultimate voting and dispositive power with respect to the listed shares.
- (16) August Capital III LP, and August Capital Management III, L.P. are the beneficial owners of the listed shares. August Capital Management III, LLC is the General Partner of each of August Capital III LP and along with its investment members, David F. Marquardt, John Johnston and Andy Rappaport possess the ultimate voting and dispositive power with respect to the listed shares.
- (17) Includes 13,716 shares subject to warrants which are immediately exercisable.
- (18) Includes 7,586 shares subject to warrants which are immediately exercisable.
- (19) Eri M. Steimatzky and Racher Steinmatzky are the beneficial owners and possesses sole voting and dispositive power with respect to the listed shares.
- (20) Includes 2,654 shares subject to warrants which are immediately exercisable.
- (21) Benny Hanigal is the beneficial owner and possesses sole voting and dispositive power with respect to the listed shares.
- (22) Includes 3,792 shares subject to warrants which are immediately exercisable.
- (23) Includes 4,371 shares subject to options exercisable within 60 days of June 26, 2005.
- (24) Includes 7,794 shares subject to options exercisable within 60 days of June 26, 2005.
- (25) Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.
- (26) Includes 8,408 shares subject to options exercisable within 60 days of June 26, 2005.
- (27) Includes 148 shares subject to options exercisable within 60 days of June 26, 2005.
- (28) Includes 7,478 shares subject to options exercisable within 60 days of June 26, 2005.
- (29)

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Includes 1,922 shares subject to options exercisable within 60 days of June 26, 2005.

(30)

Includes 1,672 shares subject to options exercisable within 60 days of June 26, 2005.

(31)

Includes 1,072 shares subject to options exercisable within 60 days of June 26, 2005.

(32)

Includes 2,998 shares subject to options exercisable within 60 days of June 26, 2005.

(33)

Includes 905 shares subject to options exercisable within 60 days of June 26, 2005.

(34)

Includes 7,153 shares subject to options exercisable within 60 days of June 26, 2005.

(35)

Includes 1,262 shares subject to options exercisable within 60 days of June 26, 2005.

(36)

Includes 154 shares subject to options exercisable within 60 days of June 26, 2005.

(37)

Includes 2,422 shares subject to options exercisable within 60 days of June 26, 2005.

(38)

Includes 951 shares subject to options exercisable within 60 days of June 26, 2005.

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- (39) Includes 5,476 shares subject to options exercisable within 60 days of June 26, 2005.
- (40) Includes 1,845 shares subject to options exercisable within 60 days of June 26, 2005.
- (41) Includes 2,262 shares subject to options exercisable within 60 days of June 26, 2005.
- (42) Includes 736 shares subject to options exercisable within 60 days of June 26, 2005.
- (43) Includes 342 shares subject to options exercisable within 60 days of June 26, 2005.
- (44) Includes 1,241 shares subject to options exercisable within 60 days of June 26, 2005.
- (45) Includes 1,262 shares subject to options exercisable within 60 days of June 26, 2005.
- (46) Includes 6,317 shares subject to options exercisable within 60 days of June 26, 2005.
- (47) Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.
- (48) Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.
- (49) Includes 3,475 shares subject to options exercisable within 60 days of June 26, 2005.
- (50) Includes 1,832 shares subject to options exercisable within 60 days of June 26, 2005.
- (51) Includes 539 shares subject to options exercisable within 60 days of June 26, 2005.
- (52) Includes 1,045 shares subject to options exercisable within 60 days of June 26, 2005.
- (53) Includes 1,845 shares subject to options exercisable within 60 days of June 26, 2005.
- (54) Includes 2,679 shares subject to options exercisable within 60 days of June 26, 2005.
- (55) Includes 8,873 shares subject to options exercisable within 60 days of June 26, 2005.
- (56) Includes 1,072 shares subject to options exercisable within 60 days of June 26, 2005.
- (57) Includes 1,800 shares subject to options exercisable within 60 days of June 26, 2005.
- (58) Includes 452 shares subject to options exercisable within 60 days of June 26, 2005.
- (59)



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Includes 4,205 shares subject to options exercisable within 60 days of June 26, 2005.

(60)

Includes 630 shares subject to options exercisable within 60 days of June 26, 2005.

(61)

Includes 4,503 shares subject to options exercisable within 60 days of June 26, 2005.

(62)

Includes 1,451 shares subject to options exercisable within 60 days of June 26, 2005.

(63)

Includes 2,156 shares subject to options exercisable within 60 days of June 26, 2005.

(64)

Includes 4,106 shares subject to options exercisable within 60 days of June 26, 2005.

(65)

Includes 1,193 shares subject to options exercisable within 60 days of June 26, 2005.

(66)

Includes 4,231 shares subject to options exercisable within 60 days of June 26, 2005.

(67)

Includes 1,262 shares subject to options exercisable within 60 days of June 26, 2005.

(68)

Includes 1,525 shares subject to options exercisable within 60 days of June 26, 2005.

(69)

Includes 36,974 shares subject to options exercisable within 60 days of June 26, 2005.

(70)

Includes 3,262 shares subject to options exercisable within 60 days of June 26, 2005.

(71)

Includes 1,688 shares subject to options exercisable within 60 days of June 26, 2005.

(72)

Includes 2,012 shares subject to options exercisable within 60 days of June 26, 2005.

(73)

Includes 15,319 shares subject to options exercisable within 60 days of June 26, 2005.

(74)

Includes 1,429 shares subject to options exercisable within 60 days of June 26, 2005.

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- (75) Includes 1,180 shares subject to options exercisable within 60 days of June 26, 2005.
- (76) Includes 2,026 shares subject to options exercisable within 60 days of June 26, 2005.
- (77) Includes 1,422 shares subject to options exercisable within 60 days of June 26, 2005.
- (78) Includes 5,712 shares subject to options exercisable within 60 days of June 26, 2005.
- (79) Includes 630 shares subject to options exercisable within 60 days of June 26, 2005.
- (80) Includes 1,819 shares subject to options exercisable within 60 days of June 26, 2005.
- (81) Includes 1,179 shares subject to options exercisable within 60 days of June 26, 2005.
- (82) Includes 1,845 shares subject to options exercisable within 60 days of June 26, 2005.
- (83) Includes 1,212 shares subject to options exercisable within 60 days of June 26, 2005.
- (84) Includes 949 shares subject to options exercisable within 60 days of June 26, 2005.
- (85) Includes 1,384 shares subject to options exercisable within 60 days of June 26, 2005.
- (86) Includes 1,763 shares subject to options exercisable within 60 days of June 26, 2005.
- (87) Includes 18,621 shares subject to options exercisable within 60 days of June 26, 2005.
- (88) Includes 1,032 shares subject to options exercisable within 60 days of June 26, 2005.
- (89) Includes 897 shares subject to options exercisable within 60 days of June 26, 2005.
- (90) Includes 10,002 shares subject to options exercisable within 60 days of June 26, 2005.
- (91) Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.
- (92) Includes 7,759 shares subject to options exercisable within 60 days of June 26, 2005.
- (93) Includes 4,231 shares subject to options exercisable within 60 days of June 26, 2005.
- (94) Includes 2,692 shares subject to options exercisable within 60 days of June 26, 2005.
- (95)

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Includes 6,227 shares subject to options exercisable within 60 days of June 26, 2005.

(96)

Includes 1,843 shares subject to options exercisable within 60 days of June 26, 2005.

(97)

Includes 368 shares subject to options exercisable within 60 days of June 26, 2005.

(98)

Includes 191 shares subject to options exercisable within 60 days of June 26, 2005.

(99)

Includes 4,792 shares subject to options exercisable within 60 days of June 26, 2005.

(100)

Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.

(101)

Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.

(102)

Includes 631 shares subject to options exercisable within 60 days of June 26, 2005.

(103)

Includes 8,839 shares subject to options exercisable within 60 days of June 26, 2005.

(104)

Includes 333 shares subject to options exercisable within 60 days of June 26, 2005.

(105)

Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.

(106)

Includes 1,804 shares subject to options exercisable within 60 days of June 26, 2005.

(107)

Includes 5,219 shares subject to options exercisable within 60 days of June 26, 2005.

(108)

Includes 1,486 shares subject to options exercisable within 60 days of June 26, 2005.

(109)

Includes 2,025 shares subject to options exercisable within 60 days of June 26, 2005.

(110)

Includes 1,072 shares subject to options exercisable within 60 days of June 26, 2005.

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- (111) Includes 163 shares subject to options exercisable within 60 days of June 26, 2005.
- (112) Includes 90 shares subject to options exercisable within 60 days of June 26, 2005.
- (113) Includes 5,072 shares subject to options exercisable within 60 days of June 26, 2005.
- (114) Includes 1,359 shares subject to options exercisable within 60 days of June 26, 2005.
- (115) Includes 5,849 shares subject to options exercisable within 60 days of June 26, 2005.
- (116) Includes 1,241 shares subject to options exercisable within 60 days of June 26, 2005.
- (117) Includes 3,792 shares subject to options exercisable within 60 days of June 26, 2005.
- (118) Includes 8,775 shares subject to options exercisable within 60 days of June 26, 2005.
- (119) Includes 869 shares subject to options exercisable within 60 days of June 26, 2005.
- (120) Includes 1,672 shares subject to options exercisable within 60 days of June 26, 2005.
- (121) Includes 982 shares subject to options exercisable within 60 days of June 26, 2005.
- (122) Includes 3,406 shares subject to options exercisable within 60 days of June 26, 2005.
- (123) Includes 17,816 shares subject to options exercisable within 60 days of June 26, 2005.
- (124) Includes 1,192 shares subject to options exercisable within 60 days of June 26, 2005.
- (125) Includes 4,231 shares subject to options exercisable within 60 days of June 26, 2005.
- (126) Includes 2,571 shares subject to options exercisable within 60 days of June 26, 2005.
- (127) Includes 21,883 shares subject to options exercisable within 60 days of June 26, 2005.
- (128) Includes 1,982 shares subject to options exercisable within 60 days of June 26, 2005.
- (129) Includes 458 shares subject to options exercisable within 60 days of June 26, 2005.
- (130) Includes 1,262 shares subject to options exercisable within 60 days of June 26, 2005.
- (131)

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Includes 13,124 shares subject to options exercisable within 60 days of June 26, 2005.

(132)

Includes 5,498 shares subject to options exercisable within 60 days of June 26, 2005.

(133)

Includes 30,980 shares subject to options exercisable within 60 days of June 26, 2005.

(134)

Includes 2,227 shares subject to options exercisable within 60 days of June 26, 2005.

(135)

Includes 1,712 shares subject to options exercisable within 60 days of June 26, 2005.

(136)

Includes 1,239 shares subject to options exercisable within 60 days of June 26, 2005.

(137)

Includes 910 shares subject to options exercisable within 60 days of June 26, 2005.

(138)

Includes 1,262 shares subject to options exercisable within 60 days of June 26, 2005.

(139)

Includes 1,442 shares subject to options exercisable within 60 days of June 26, 2005.

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**Investing in our common stock involves a high degree of risk. You should carefully read and consider the "Risk Factors" beginning on page 3 of the prospectus.**

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated June 28, 2005

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QuickLinks

[7,973,842 Shares MARVELL TECHNOLOGY GROUP, LTD. COMMON STOCK](#)