

MAXLINEAR INC  
Form 4  
March 30, 2017

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Torgerson William

(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)  
03/29/2017

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)  
VP/GM, Broadband Group

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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class A Common Stock	03/29/2017		C(1)		70,292	D	\$ 0 0	D
Common Stock	03/29/2017		C(1)		70,292	A	\$ 0 70,292	D
Class A Common Stock	03/29/2017		C(1)		500	D	\$ 0 0	I By spouse
Common Stock	03/29/2017		C(1)		500	A	\$ 0 500	I By spouse

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	03/29/2017		J(3)		6,637		(4)	(4)	Class A Common Stock	6,637
Restricted Stock Units	(5)	03/29/2017		J(3)		6,637		(4)	(4)	Common Stock	6,637
Restricted Stock Units	(2)	03/29/2017		J(3)		24,750		(6)	(6)	Class A Common Stock	24,750
Restricted Stock Units	(5)	03/29/2017		J(3)		24,750		(6)	(6)	Common Stock	24,750
Restricted Stock Units	(2)	03/29/2017		J(3)		32,453		(7)	(7)	Class A Common Stock	32,453
Restricted Stock Units	(5)	03/29/2017		J(3)		32,453		(7)	(7)	Common Stock	32,453
Restricted Stock Units	(2)	03/29/2017		J(3)		47,824		(8)	(8)	Class A Common Stock	47,824
Restricted Stock Units	(5)	03/29/2017		J(3)		47,824		(8)	(8)	Common Stock	47,824
Restricted Stock Units	(2)	03/29/2017		J(3)		26,178		(9)	(9)	Class A Common Stock	26,178
	(5)	03/29/2017		J(3)		26,178		(9)	(9)		26,178

Restricted  
Stock  
Units

Common  
Stock

Stock  
Option  
(Right to  
Buy)

\$ 9.23

03/29/2017

J<sup>(10)</sup>

25,051

(<sup>11</sup>)

06/02/2021

Class A  
Common  
Stock

25,

Stock  
Option  
(Right to  
Buy)

\$ 9.23

03/29/2017

J<sup>(10)</sup>

25,051

(<sup>11</sup>)

06/02/2021

Common  
Stock

25,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torgerson William C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			VP/GM, Broadband Group	

## Signatures

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

03/30/2017

        \*\*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) On March 29, 2017, each share of the Issuer's outstanding Class A Common Stock and Class B Common Stock automatically converted into one share of outstanding Common Stock pursuant to the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (3) In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan remain unchanged, except that they now represent a contingent right to receive one share of the Issuer's Common Stock.
- (4) 21,237 RSUs were originally granted on June 2, 2014. 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 21,237 RSUs subject to the award vested on August 20, 2014, 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, 2018.
- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (6) 44,000 RSUs were originally granted on May 19, 2015. 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 44,000 RSUs subject to the award vested on August 20, 2015, and an additional one-sixteenth 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.
- (7) 47,204 RSUs were originally granted on February 11, 2016. 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 47,204 RSUs subject to the award vested on February 20, 2016, and one-sixteenth (1/16th) of the RSUs shall vest on each successive, May 20, August 20,

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November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.

- (8) 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, ten percent (10%) of the 47,824 RSUs subject to the award shall vest on August 20, 2017; twenty percent (20%) of the RSUs subject to the award shall vest on August 20, 2018; thirty (30%) of the RSUs subject to the award shall vest on August 20, 2019; and forty (40%) of the RSUs subject to the award shall vest on August 20, 2020.

- (9) 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 26,178 RSUs subject to the award shall vest on May 20, 2017, and one-sixteenth (1/16th) of the RSUs subject shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021.

- (10) In connection with the conversion described in footnote (1), outstanding options denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan remain unchanged, except that they now represent a right to receive one share of the Issuer's Common Stock.

- (11) 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 25,051 shares subject to the option vested and became exercisable on August 20, 2014, and an additional one-sixteenth (1/16th) of the shares subject to the option shall vest and become exercisable on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested and exercisable on May 20, 2018.

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.