

MARVELL TECHNOLOGY GROUP LTD

Form 8-K

November 19, 2003

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

November 19, 2003
Date of report
(Date of earliest event reported)

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

0-30877
(Commission File
Number)

77-0481679
(I.R.S. Employer Identification
No.)

4th Floor
Windsor Place
22 Queen Street
P.O. Box HM 1179
Hamilton HM EX
Bermuda
(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: (441) 296-6395

N/A
(Former name and former address, if changed since last report)

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Item 7. Financial Statements and Exhibits.

Item 12. Results of Operations and Financial Condition.

SIGNATURE

EXHIBIT INDEX

EXHIBIT 99.1

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Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit | Description |
|---------|--|
| 99.1 | Press Release dated November 19, 2003. |

Item 12. Results of Operations and Financial Condition.

The information in this Current Report is being furnish and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On November 19, 2003, Marvell Technology Group, Ltd. (Marvell) issued a press release regarding its financial results for its third fiscal quarter ended November 1, 2003. The full text of Marvell s press release is furnished herewith as Exhibit 99.1.

The following non-GAAP financial measures are included in the press release: pro forma net income and basic and diluted net income (loss) per share. These non-GAAP measures exclude the effects of acquisition-related expenses, amortization of stock-based compensation and charges related to facilities consolidation. A reconciliation to the most directly comparable GAAP measure is included in the financial statements portion of the press release.

Marvell s management believes the non-GAAP information is useful because it can enhance the understanding of the company s ongoing economic performance and Marvell therefore uses pro forma reporting internally to evaluate and manage the company s operations. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how the company analyzes its operating results.

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EXHIBIT INDEX

| Exhibit No. | Document |
|--------------------|---|
| Exhibit 99.1 | Press Release issued November 19, 2003. |