

MARVELL TECHNOLOGY GROUP LTD
 Form 3
 June 01, 2015

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 Nagesh Sukhi | | (Month/Day/Year) | MARVELL TECHNOLOGY GROUP LTD [MRVL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/22/2015 | | |
| 5488 MARVELL LANE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| SANTA CLARA,Â CAÂ 95054 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | interim CFO | |

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) |
|---------------------------------|---|--|---|
| Common Shares | 5,713 | D | Â |

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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|--------|------------|------------------|--------|----------|-------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 06/27/2021 | Common Shares | 6,250 | \$ 14.14 | D | Â |
| Restricted Stock Units (Right to Acquire) | Â (2) | Â (2) | Common Shares | 2,000 | \$ (3) | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 04/21/2022 | Common Shares | 6,124 | \$ 15.2 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 04/30/2023 | Common Shares | 24,750 | \$ 10.76 | D | Â |
| Restricted Stock Units (Right to Acquire) | Â (6) | Â (6) | Common Shares | 325 | \$ (3) | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 03/03/2024 | Common Shares | 7,500 | \$ 15.43 | D | Â |
| Restricted Stock Units (Right to Acquire) | Â (8) | Â (8) | Common Shares | 7,500 | \$ (3) | D | Â |
| Employee Stock Option (Right to Buy) | Â (9) | 06/16/2024 | Common Shares | 40,000 | \$ 14.59 | D | Â |
| Restricted Stock Units (Right to Acquire) | Â (10) | Â (10) | Common Shares | 8,800 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nagesh Sukhi 5488 MARVELL LANE SANTA CLARA, CA 95054 | Â | Â | Â interim CFO | Â |

Signatures

/s/ Sukhi Nagesh 06/01/2015

**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) Original option amount of 25,000 options vest and become exercisable at the rate of 1/5th of the shares on May 09, 2012 and 1/60th of the shares after the completion of each additional month of employment with Marvell Technology Group Ltd. ("Marvell") thereafter over the next four years.
 - (2) The reporting person received 10,000 restricted stock units subject to a five-year vesting schedule, vesting 1/5th on May 15, 2012 and 1/20th after each full three (3) months of employment with Marvell thereafter over the next four years; provided employment is served through each applicable vesting date. Upon vesting, Marvell common shares will be delivered to the reporting person.
 - (3) Each restricted stock unit represents a contingent right to receive one Marvell common share.

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- (4) Original option amount of 12,250 options vest and become exercisable in four equal annual installments beginning on April 1, 2013 and every year thereafter; provided employment is served through each applicable vesting date.
- (5) Original option amount of 24,750 options vest and become exercisable in three equal annual installments beginning on April 1, 2015 and each year thereafter; provided employment is served through each applicable vesting date.
- (6) The reporting person received 1,300 restricted stock units subject to a four-year vesting schedule, vesting at 25% on April 1, 2013 and 25% each year thereafter; provided employment is served through each applicable vesting date. Upon vesting, Marvell common shares will be delivered to the reporting person.
- (7) Original option amount of 10,000 options vest and become exercisable in four equal annual installments beginning on January 27, 2015 and every year thereafter; provided employment is served through each applicable vesting date.
- (8) The reporting person received 10,000 restricted stock units subject to a four-year vesting schedule, vesting at 25% on February 15, 2015 and 25% each year thereafter; provided employment is served through each applicable vesting date. Upon vesting, Marvell common shares will be delivered to the reporting person.
- (9) Option amount of 40,000 options vest and become exercisable in two equal annual installments beginning on April 1, 2017 and the following year; provided employment is served through each applicable vesting date.
- (10) The original performance-based grant was for 20,000 restricted stock units subject to the achievement of certain performance criteria. A portion of the criteria was determined to be met and 8,800 shares will vest on April 1, 2016; provided employment is served through the vesting date. Upon vesting, Marvell common shares will be delivered to the reporting person.

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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