

Ali Syed
Form 4
July 10, 2018

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ali Syed

2. Issuer Name and Ticker or Trading Symbol
MARVELL TECHNOLOGY GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2018

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

C/O 5488 MARVELL LANE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common shares	07/06/2018		A		2,143,416 (1)	A	(1) 2,143,416 D
Common shares	07/06/2018		A		558,855 (2)	A	(2) 2,702,271 D
Common shares	07/06/2018		A		1,744,002 (3)	A	(3) 4,446,273 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

SEC 1474
(9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted stock units <u>(4)</u>	(4)	07/06/2018		A	9,975	(5) (5)	Common shares 9,975
Stock Options (right to buy)	\$ 8.86	07/06/2018		A	504,242	07/06/2018 02/24/2019	Common shares 504,242
Stock option (right to buy)	\$ 9.33	07/06/2018		A	403,394	07/06/2018 03/22/2020	Common shares 403,394
Stock option (right to buy)	\$ 9.38	07/06/2018		A	322,715	07/06/2018 02/07/2021	Common shares 322,715
Stock option (right to buy)	\$ 15.58	07/06/2018		A	130,966	07/06/2018 02/16/2022	Common shares 130,966
Stock option (right to buy)	\$ 12.12	07/06/2018		A	224,315	07/06/2018 02/11/2023	Common shares 224,315
Stock options (right to buy)	\$ 16.31	07/06/2018		A	178,941	07/06/2018 02/10/2027	Common shares 178,941

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ali Syed
C/O 5488 MARVELL LANE X
SANTA CLARA, CA 95054

Signatures

Syed Ali by Mary Ahern as attorney
in fact 07/10/2018

__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).

Received in exchange for 985,162 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.
(1) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

Received in exchange for 265,876 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.
(2) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

Received in exchange for 801,582 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.
(3) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

(4) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.

(5) Vests 100% of shares on the earlier of the next annual general meeting of Marvell or June 28, 2019, the one year anniversary of the restricted stock unit grant.

(6) Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. common stock.

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.