

MARVELL TECHNOLOGY GROUP LTD

Form S-8

March 29, 2017

As filed with the Securities and Exchange Commission on March 29, 2017

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

Canon s Court

77-0481679
(I.R.S. Employer

Identification Number)

22 Victoria Street

Hamilton HM 12

Bermuda

(441) 296-6395

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2000 Employee Stock Purchase Plan, as amended and restated

(Full title of the plan)

Mitchell Gaynor

Executive Vice President, Chief Legal Officer and Secretary

Marvell Semiconductor, Inc.

5488 Marvell Lane

Santa Clara, California 95054

(408) 222-2500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price | Proposed maximum aggregate offering price (2) | Amount of registration fee (2) |
|---|--|--|--|---|
| | | per share (2) | | |
| Common shares, par value \$0.002 per share, to be issued under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended and restated | 7,616,626 shares | \$15.87 | \$120,875,854.62 | \$14,009.51 |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers shares issued pursuant to certain anti-dilution provisions as set forth the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended and restated, including, without limitation, shares issued as a result of any stock split, stock dividend, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding common shares.
- (2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Registrant's common shares as reported on the Nasdaq Global Select Market on March 23, 2017, which amount was \$15.87 per share.

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement on Form S-8 is being filed by Marvell Technology Group Ltd. (Marvell) to register an additional 7,616,626 of its common shares, par value \$0.002 per share (Common Shares) issuable to employees of Marvell and certain of its subsidiaries under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended and restated (the 2000 ESPP), and consists of only those items required by General Instruction E to Form S-8.

The contents of Marvell's Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (Commission) on June 26, 2000 (Registration No. 333-40154), February 28, 2001 (Registration No. 333-56322), May 1, 2002 (Registration No. 333-87322), May 2, 2003 (Registration No. 333-104925), April 13, 2004 (Registration No. 333-114434), April 14, 2005 (Registration No. 333-124072), April 13, 2006 (Registration No. 333-133281), January 11, 2008 (Registration No. 333-148621), June 20, 2008 (Registration No. 333-151816), December 10, 2009 (Registration No. 333-163644), March 28, 2012 (Registration No. 333-180412), March 29, 2013 (Registration No. 333-187641), March 28, 2014 (Registration No. 333-194865), June 4, 2015 (Registration No. 333-204730) and August 10, 2016 (Registration No. 333-213059), each of which relates to the 2000 ESPP, are incorporated herein by reference and made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit

| No. | Description |
|------|--|
| 5.1 | Opinion of Appleby (Bermuda) Limited |
| 10.1 | 2000 Employee Stock Purchase Plan (as amended and restated as of October 31, 2011), incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q for the period ended October 29, 2011 as filed on December 2, 2011 |
| 10.2 | 2000 Employee Stock Purchase Plan Form of Subscription Agreement, incorporated by reference to Exhibit 10.4 of the registrant's Annual Report on Form 10-K for the period ended February 2, 2013 as filed on March 29, 2013 |
| 23.1 | Consent of Independent Registered Public Accounting Firm Deloitte & Touche, LLP |
| 23.2 | Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP |
| 23.3 | Consent of Appleby (Bermuda) Limited (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included in signature page to this Registration Statement) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 29 day of March, 2017.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ JEAN HU
Name: Jean Hu
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Matthew Murphy and Jean Hu and each of them, acting individually, as his attorney-in-fact, with full power of substitution, for him and in any and all capacities, to sign any and all amendments to this Registration Statement on this Form S-8 (including any post-effective amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Name and Signature | Title | Date |
|-----------------------|---|----------------|
| /s/ MATTHEW MURPHY | Director and Chief Executive Officer | March 29, 2017 |
| Matthew Murphy | (Principal Executive Officer) | |
| /s/ JEAN HU | Chief Financial Officer (Principal Financial Officer) | March 29, 2017 |
| Jean Hu | | |
| /s/ DAVID CARON | Chief Accounting Officer | March 29, 2017 |
| David Caron | (Principal Accounting Officer) | |
| /s/ RICHARD HILL | Chairman of the Board | March 29, 2017 |
| Richard Hill | | |
| /s/ TUDOR BROWN | Director | March 29, 2017 |
| Tudor Brown | | |

/s/ PETER FELD
Peter Feld

Director

March 29, 2017

/s/ OLEG KHAYKIN

Director

March 29, 2017

Oleg Khaykin

/s/ MICHAEL STRACHAN

Director

March 29, 2017

Michael Strachan

/s/ ROBERT E. SWITZ

Director

March 29, 2017

Robert E. Switz

/s/ RANDHIR THAKUR

Director

March 29, 2017

Randhir Thakur

EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|--|
| 5.1 | Opinion of Appleby (Bermuda) Limited |
| 10.1 | 2000 Employee Stock Purchase Plan (as amended and restated as of October 31, 2011), incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q for the period ended October 29, 2011 as filed on December 2, 2011 |
| 10.2 | 2000 Employee Stock Purchase Plan Form of Subscription Agreement, incorporated by reference to Exhibit 10.4 of the registrant's Annual Report on Form 10-K for the period ended February 2, 2013 as filed on March 29, 2013 |
| 23.1 | Consent of Independent Registered Public Accounting Firm Deloitte & Touche LLP |
| 23.2 | Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP |
| 23.3 | Consent of Appleby (Bermuda) Limited (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included in signature page to this Registration Statement) |