

MAXLINEAR INC

Form 4

March 30, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tewksbury Ted L III

(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)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/29/2017		C ⁽¹⁾		30,454	D	\$ 0	0	D
Common Stock	03/29/2017		C ⁽¹⁾		30,454	A	\$ 0	30,454	D

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	03/29/2017		J(3)		5,722		(4)	(4)	Class A Common Stock	5,722
Restricted Stock Units	(5)	03/29/2017		J(3)		5,722		(4)	(4)	Common Stock	5,722
Restricted Stock Units	(2)	03/29/2017		J(3)		6,217		(6)	(6)	Class A Common Stock	6,217
Restricted Stock Units	(5)	03/29/2017		J(3)		6,217		(6)	(6)	Common Stock	6,217
Stock Option (Right to Buy)	\$ 7.57	03/29/2017		J(7)		35,822		05/08/2015	11/20/2024	Class A Common Stock	35,822
Stock Option (Right to Buy)	\$ 7.57	03/29/2017		J(7)		35,822		05/08/2015	11/20/2024	Common Stock	35,822
Stock Option (Right to Buy)	\$ 23.17	03/29/2017		J(7)		18,296		04/30/2015	09/07/2020	Class A Common Stock	18,296
Stock Option (Right to Buy)	\$ 23.17	03/29/2017		J(7)		18,296		04/30/2015	09/07/2020	Common Stock	18,296
Stock Option (Right to Buy)	\$ 23.97	03/29/2017		J(7)		3,582		04/30/2015	05/19/2021	Class A Common Stock	3,582
Stock Option	\$ 23.97	03/29/2017		J(7)		3,582		04/30/2015	05/19/2021	Common Stock	3,582

(Right to
Buy)

Stock Option (Right to Buy)	\$ 11.09	03/29/2017	J ⁽⁷⁾	3,582	04/30/2015	05/15/2022	Class A Common Stock	3.
Stock Option (Right to Buy)	\$ 11.09	03/29/2017	J ⁽⁷⁾	3,582	04/30/2015	05/15/2022	Common Stock	3.
Stock Option (Right to Buy)	\$ 11.76	03/29/2017	J ⁽⁷⁾	3,582	04/30/2015	05/14/2023	Class A Common Stock	3.
Stock Option (Right to Buy)	\$ 11.76	03/29/2017	J ⁽⁷⁾	3,582	04/30/2015	05/14/2023	Common Stock	3.
Stock Option (Right to Buy)	\$ 8.74	03/29/2017	J ⁽⁷⁾	3,582	04/30/2015	05/14/2024	Class A Common Stock	3.
Stock Option (Right to Buy)	\$ 8.74	03/29/2017	J ⁽⁷⁾	3,582	04/30/2015	05/14/2024	Common Stock	3.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tewksbury Ted L III C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008		X		

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)

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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.

In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the

- (3) 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) The RSU became fully vested on May 8, 2015.

- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such date, one hundred

- (6) percent (100%) of the RSUs subject to the award will vest on the earlier to occur of May 1, 2017 or the date immediately preceding the 2017 annual meeting of stockholders.

In connection with the conversion described in footnote (1), outstanding options denominated by Class A Common Stock issued under

- (7) 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.

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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