MARVELL TECHNOLOGY GROUP LTD
Form S-8
February 28, 2001

1

As filed with the Securities and Exchange Commission on February 28, 2001
Registration No. 333-_____

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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	77-0481679
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

RICHMOND HOUSE,
3RD FLOOR
12 PAR LA VILLE ROAD
HAMILTON HM DX
BERMUDA
(441) 296-6395
(Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

MARVELL TECHNOLOGY GROUP LTD.
2000 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of Plan)

MATTHEW GLOSS
GENERAL COUNSEL
MARVELL SEMICONDUCTOR, INC.
645 ALMANOR AVENUE
SUNNYVALE, CALIFORNIA 94085
(408) 222-2500
(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)
Common Stock, $0.002 par value	500,000(3)	$20.9375	$10,468,750

(1) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the 2000 Employee Stock Purchase Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of the Registrant's common stock, as reported on the Nasdaq National Market on February 22, 2001.

(3) 1,500,000 shares are issuable under the 2000 Employee Stock Purchase Plan. In addition to the 500,000 shares registered hereby, 1,000,000 shares of the Company's Common Stock issuable under the 2000 Employee Stock Purchase Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-40154) as filed with the Securities and Exchange Commission on June 26, 2000.

2

INTRODUCTION

This Registration Statement on Form S-8 is filed by Marvell Technology Group Ltd., a Bermuda corporation (the "Company"), to register an additional 500,000 shares of the Company's common stock, par value $0.002 per share ("Common Stock"), issuable to eligible employees of the Company and certain affiliates under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan (the "Plan"), and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of

the Company's Registration Statement on Form S-8 (Registration No. 333-40154) previously filed by the Company with the Securities and Exchange Commission on June 26, 2000, is incorporated herein by reference and made a part hereof.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Bermuda law permits a company to indemnify its directors and officers, except for any act of fraud or dishonesty. Marvell has provided in its Bye-laws that the directors and officers and the liquidators and trustees, if any, of Marvell will be indemnified and secured harmless to the full extent permitted by law out of the assets of Marvell from and against all actions, costs, charges, losses, damages and expenses incurred by reason of any act done, concurred in or omitted in or about the execution of their duties or supposed duties, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to Marvell shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to Marvell shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, other than in the case of any fraud or dishonesty. In addition, Marvell has provided in its Bye-laws that each shareholder of Marvell agrees to waive any claim or right of action, individually or in the right of Marvell, against any director or officer of Marvell on account of any action taken by such director or officer, or the failure of such director or officer to take any action, in the performance of his duties with or for Marvell, other than with respect to any matter involving any fraud or dishonesty on behalf of such director or officer. Marvell's Bye-laws provide that the waiver is not applicable to claims arising under United States federal securities laws.

Bermuda law also permits Marvell to purchase insurance for the benefit of its directors and officers against any liability incurred by them for the failure to exercise the requisite care, diligence and skill in the exercise of their powers and the discharge of their duties, or indemnifying them in respect of any loss arising or liability incurred by them by reason of negligence, default, breach of duty or breach of trust. Marvell has indemnification insurance for its officers and directors.

ITEM 8. EXHIBITS.

Exhibit No.	Description
5.1	Opinion of Conyers Dill & Pearman.
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.
23.2	Consent of Conyers Dill & Pearman (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Sunnyvale, State of California, on February 22, 2001.

MARVELL TECHNOLOGY GROUP LTD.

By: \s\ Sehat Sutardja

Sehat Sutardja
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints SEHAT SUTARDJA and GEORGE HERVEY his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

NAME AND SIGNATURE	TITLE	DATE
\s\ Sehat Sutardja Sehat Sutardja	Co-Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	February
\s\ George Hervey George Hervey	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	February
\s\ Weili Dai Weili Dai	Executive Vice President, Secretary and Director	February
\s\ Pantas Sutardja	Vice President and Director	February

Pantas Sutardja

5

	Co-Chairman of the Board	February
Diosdado P. Banatao		
\s\ Herbert Chang	Director	February
Herbert Chang		
\s\ John M. Cioffi	Director	February
John M. Cioffi		
\s\ Paul R. Gray	Director	February
Paul R. Gray		
\s\ Ron Verdoorn	Director	February
Ron Verdoorn		
	Director	February
Avigdor Willenz		
	Director	February
Manuel Alba		

6

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