

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 *
Spice Adam C.

(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
__X__ Officer (give title ____ Other (specify
below) below)

VP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/29/2017		C ⁽¹⁾		299,442	D	\$ 0 0
Common Stock	03/29/2017		C ⁽¹⁾		299,442	A	\$ 0 299,442

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

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information contained in this form are not
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SEC 1474
(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 of Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount
				Code	V	(A)	(D)		Share
Restricted Stock Units	(2)	03/29/2017		J(3)			9,187	Class A Common Stock	
Restricted Stock Units	(5)	03/29/2017		J(3)		9,187		Common Stock	
Restricted Stock Units	(2)	03/29/2017		J(3)			10,618	Class A Common Stock	
Restricted Stock Units	(5)	03/29/2017		J(3)		10,618		Common Stock	
Restricted Stock Units	(2)	03/29/2017		J(3)			39,375	Class A Common Stock	
Restricted Stock Units	(5)	03/29/2017		J(3)		39,375		Common Stock	
Restricted Stock Units	(2)	03/29/2017		J(3)			43,686	Class A Common Stock	
Restricted Stock Units	(5)	03/29/2017		J(3)		43,686		Common Stock	
Restricted Stock Units	(2)	03/29/2017		J(3)			62,171	Class A Common Stock	
Restricted Stock Units	(5)	03/29/2017		J(3)		62,171		Common Stock	
Restricted Stock Units	(2)	03/29/2017		J(3)			37,397	Class A Common Stock	
Restricted Stock	(5)	03/29/2017		J(3)		37,397		Common Stock	

Units

Stock Option (Right to Buy)	\$ 4.81	03/29/2017	J ⁽¹¹⁾	100,000	⁽¹²⁾	05/10/2019	Class A Common Stock	1
Stock Option (Right to Buy)	\$ 4.81	03/29/2017	J ⁽¹¹⁾	100,000	⁽¹²⁾	05/10/2019	Common Stock	1
Stock Option (Right to Buy)	\$ 5.64	03/29/2017	J ⁽¹¹⁾	40,000	⁽¹³⁾	08/09/2019	Class A Common Stock	4
Stock Option (Right to Buy)	\$ 5.64	03/29/2017	J ⁽¹¹⁾	40,000	⁽¹³⁾	08/09/2019	Common Stock	4
Stock Option (Right to Buy)	\$ 6.93	03/29/2017	J ⁽¹¹⁾	78,732	⁽¹⁴⁾	05/14/2020	Class A Common Stock	7
Stock Option (Right to Buy)	\$ 6.93	03/29/2017	J ⁽¹¹⁾	78,732	⁽¹⁴⁾	05/14/2020	Common Stock	7
Stock Option (Right to Buy)	\$ 9.23	03/29/2017	J ⁽¹¹⁾	40,083	⁽¹⁵⁾	06/02/2021	Class A Common Stock	4
Stock Option (Right to Buy)	\$ 9.23	03/29/2017	J ⁽¹¹⁾	40,083	⁽¹⁵⁾	06/02/2021	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spice Adam C. C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			VP, Chief Financial Officer	

Signatures

/s/ Adam Spice

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) 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.

(3) In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the 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) 36,750 RSUs were originally granted on May 14, 2013. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 36,750 RSUs subject to the award vested on May 20, 2014, and an additional twenty five percent (25%) of the RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2017.

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

(6) 33,979 RSUs were originally granted on June 2, 2014. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 33,979 RSUs subject to the award vested on August 20, 2014, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

(7) 70,000 RSUs were originally granted on May 19, 2015. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 70,000 RSUs subject to the award vested on August 20, 2015, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2019.

(8) 63,543 RSUs were originally granted on February 11, 2016. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 63,543 RSUs subject to the award vested on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.

(9) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, ten percent (10%) of the 62,171 RSUs subject to the award shall vest on August 20, 2017; twenty percent (20%) of the RSUs subject to the award shall vest on August 20, 2018; thirty (30%) of the RSUs subject to the award shall vest on August 20, 2019; and forty (40%) of the RSUs subject to the award shall vest on August 20, 2020.

(10) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 37,397 RSUs subject to the award shall vest on May 20, 2017, and one-sixteenth (1/16th) of the RSUs subject shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award shall be fully vested on February 20, 2021.

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

(12) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 100,000 shares subject to the option vested and became exercisable on May 10, 2013, and an additional twenty five percent (25%) of the shares subject to the option vested and became exercisable on each successive anniversary thereafter, such that the option became fully vested and exercisable on May 10, 2016.

(13) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one forty-eighth (1/48th) of the 40,000 shares subject to the option vested and became exercisable on each one month anniversary of the vesting commencement date, such that the option became fully vested and exercisable on August 9, 2016.

(14)

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Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 78,732 shares subject to the option vested and became exercisable on May 14, 2014, and an additional twenty five percent (25%) of the shares subject to the option shall vest and become exercisable on each successive anniversary thereafter, such that the option shall be fully vested and exercisable on May 14, 2017.

- (15) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 40,083 shares subject to the option vested and became exercisable on August 20, 2014, and an additional one-sixteenth (1/16th) of the shares subject to the option shall vest and become exercisable on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

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.