

MAXLINEAR INC
Form 3
July 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â LOUGHEED JAMES

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/30/2017

3. Issuer Name **and** Ticker or Trading Symbol
MAXLINEAR INC [MXL]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
VP, Component Products

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

C/O MAXLINEAR, INC.,Â 5966
LA PLACE COURT, SUITE 100

(Street)

CARLSBAD,Â CAÂ 92008

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Stock Option (Right to Buy)	Â <u>(1)</u>	09/17/2021	Common Stock	4,828	\$ 21.02	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	09/14/2022	Common Stock	12,679	\$ 13.03	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	05/02/2023	Common Stock	3,786	\$ 13.61	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	09/14/2022	Common Stock	28,500	\$ 13.03	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	02/01/2023	Common Stock	15,620	\$ 12.17	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	05/02/2023	Common Stock	23,477	\$ 13.61	D	Â
Restricted Stock Units	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	1,514	\$ <u>(8)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	9,088	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUGHEED JAMES C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	Â	Â	Â VP, Component Products	Â

Signatures

/s/ Connie Kwong, as
Attorney-in-Fact

07/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one-seventeenth (1/17th) of the shares subject to the option vested and became exercisable on May 17, 2017 (the "Vesting Commencement Date), and one seventeenth (1/17th) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.
- (2) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, the option shall vest as follows: (i) beginning on May 14, 2017 (the "Vesting Commencement Date) and through December 14, 2017, 11.452% of the shares subject to the option vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, (ii) beginning on January 14, 2018 and through December 14, 2018, 28.015% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, and (iii) beginning on January 14, 2019 and through December 14, 2019, 60.533% of the shares subject to the option shall vest and become exercisable in equal monthly installments on the same day of the month as the Vesting Commencement

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Date.

- (3) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one fifth (1/5th) of the shares subject to the option shall vest and become exercisable on January 2, 2020 (the "Vesting Commencement Date), and one fifth (1/5th) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

- (4) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, the option shall vest as follows: (i) beginning on May 14, 2017 (the "Vesting Commencement Date) and through December 14, 2017, 34.77% of the shares subject to the option vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, (ii) beginning on January 14, 2018 and through December 14, 2018, 47.32% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, and (iii) beginning on January 14, 2019 and through September 14, 2019, 17.91% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date.

- (5) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one thirty-third (1/33rd) of the shares subject to the option vested and became exercisable on June 1, 2017 (the "Vesting Commencement Date), and one thirty-third (1/33rd) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

- (6) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one thirty-first (1/31st) of the shares subject to the option vested and became exercisable on June 2, 2017 (the "Vesting Commencement Date), and one thirty-first (1/31st) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

- (7) Subject to the Reporting Person continuing to provide services to the Company through such applicable vesting date, one hundred percent (100%) of the RSUs subject to the award shall vest on April 1, 2018.

- (8) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.

- (9) Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, twenty five percent (25%) of the RSUs subject to the award shall vest on October 3, 2017, and twenty five percent (25%) of the RSUs subject to the award shall vest on October 3rd each year thereafter.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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