

FRISBIE RICHARD D
Form 3
March 23, 2010

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Battery Ventures VII, L.P. | | (Month/Day/Year) | MAXLINEAR INC [MXL] | |
| (Last) | (First) | (Middle) | 03/23/2010 | |
| 930 WINTER STREET,Â SUITE 2500 | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| WALTHAM,Â MAÂ 02451 | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| 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) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|--------------|--------------|---------------------------------------|-----------|-----------------|---|---------------------------------------|
| Series B Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock <u>(1)</u> <u>(2)</u> | 3,456,927 | \$ 0 <u>(1)</u> | I | See Footnote <u>(3)</u> <u>(4)</u> |
|--------------------------------------|--------------|--------------|---------------------------------------|-----------|-----------------|---|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Battery Ventures VII, L.P. 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Battery Investment Partners VII, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Battery Partners VII, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| LAWLER KENNETH P 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â X | Â X | Â | Â |
| CROTTY THOMAS J 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| FRISBIE RICHARD D 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| JONES MORGAN M 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| Lee Roger H 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |
| TABORS R DAVID 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | Â | Â X | Â | Â |

TOBIN SCOTT R
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

Â Â X Â Â

Signatures

| | |
|---|------------|
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VII LP) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Investment Partners VII LLC) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VII LLC) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Morgan M. Jones) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Roger H. Lee) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors) | 03/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin) | 03/23/2010 |
| **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) Each share of Series B Convertible Preferred Stock is convertible at any time at the election of the Reporting Persons and will automatically convert into one share of Common Stock immediately prior to the closing of the Issuer's initial public offering on March 29, 2010. There is no expiration date.
 - (2) Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common Stock upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Issuer's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.
 - (3) Of the reported securities 3,391,938 are owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 - (4) Of the reported securities 64,989 are owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P.

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Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding

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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