

Ali Syed
Form 4
July 10, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ali Syed

2. Issuer Name and Ticker or Trading Symbol
MARVELL TECHNOLOGY GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O 5488 MARVELL LANE

(Street)

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

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

SANTA CLARA, CA 95054

(City) (State) (Zip)

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 or Price | | |
| Common shares | 07/06/2018 | | A | | 2,143,416 (1) | A | (1) 2,143,416 D |
| Common shares | 07/06/2018 | | A | | 558,855 (2) | A | (2) 2,702,271 D |
| Common shares | 07/06/2018 | | A | | 1,744,002 (3) | A | (3) 4,446,273 D |

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted stock units <u>(4)</u> | <u>(4)</u> | 07/06/2018 | | A | 9,975 | <u>(5)</u> <u>(5)</u> | Common shares 9,975 |
| Stock Options (right to buy) | \$ 8.86 | 07/06/2018 | | A | 504,242 | 07/06/2018 02/24/2019 | Common shares 504,242 |
| Stock option (right to buy) | \$ 9.33 | 07/06/2018 | | A | 403,394 | 07/06/2018 03/22/2020 | Common shares 403,394 |
| Stock option (right to buy) | \$ 9.38 | 07/06/2018 | | A | 322,715 | 07/06/2018 02/07/2021 | Common shares 322,715 |
| Stock option (right to buy) | \$ 15.58 | 07/06/2018 | | A | 130,966 | 07/06/2018 02/16/2022 | Common shares 130,966 |
| Stock option (right to buy) | \$ 12.12 | 07/06/2018 | | A | 224,315 | 07/06/2018 02/11/2023 | Common shares 224,315 |
| Stock options (right to buy) | \$ 16.31 | 07/06/2018 | | A | 178,941 | 07/06/2018 02/10/2027 | Common shares 178,941 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Ali Syed
C/O 5488 MARVELL LANE X
SANTA CLARA, CA 95054

Signatures

Syed Ali by Mary Ahern as attorney
in fact 07/10/2018

__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).

Received in exchange for 985,162 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.
(1) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

Received in exchange for 265,876 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.
(2) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

Received in exchange for 801,582 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.
(3) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

(4) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.

(5) Vests 100% of shares on the earlier of the next annual general meeting of Marvell or June 28, 2019, the one year anniversary of the restricted stock unit grant.

(6) Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. 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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