

MAXLINEAR INC  
Form 4  
June 16, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LING CURTIS**

(Last) (First) (Middle)  
**2051 PALOMAR AIRPORT ROAD, SUITE 100**  
(Street)

**CARLSBAD, CA 92011**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**06/13/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Class A Common Stock (par value \$0.0001) <sup>(1)</sup> | 06/13/2014                           |  | C                              |   | 5,680   | A  | \$ 0  |
| Class A Common Stock (par value \$0.0001)                | 06/13/2014                           |  | S <sup>(2)</sup>               |   | 10,476  | D  | \$ 10.0306 <sup>(3)</sup>                             |
|  | 06/16/2014                           |  | C                              |   | 1,820   | A  | \$ 0  |

Class A  
Common  
Stock (par  
value  
\$0.0001)  
(1)

|   |            |                         |       |   |                                     |        |   |
|---|------------|-------------------------|-------|---|-------------------------------------|--------|---|
| Class A<br>Common<br>Stock (par<br>value<br>\$0.0001) | 06/16/2014 | <u>S</u> <sup>(2)</sup> | 1,820 | D | \$<br><u>10.0642</u> <sup>(5)</sup> | 65,856 | D |
|---|------------|-------------------------|-------|---|-------------------------------------|--------|---|

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

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(9-02)

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                               |
| Class B<br>Common<br>Stock<br>(convertible<br>into Class A<br>Common<br>Stock) | <u>(4)</u>   | 06/13/2014                           |  | C                              | 5,680   | <u>(4)</u> <u>(4)</u>                                    | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001)         | 5,680                         |
| Class B<br>Common<br>Stock<br>(convertible<br>into Class A<br>Common<br>Stock) | <u>(4)</u>   | 06/16/2014                           |  | C                              | 1,820   | <u>(4)</u> <u>(4)</u>                                    | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001)         | 1,820                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| LING CURTIS<br>2051 PALOMAR AIRPORT ROAD<br>SUITE 100<br>CARLSBAD, CA 92011 | X             |           | Chief Technical Officer |       |

## Signatures

/s/ Justin Scarpulla, as  
Attorney-in-Fact

06/16/2014

\_\_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) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock pursuant to a power of attorney granted by the Reporting Person on November 12, 2013 in connection with the adoption of a Rule 10b5-1 trading plan.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2013.

(3) Represents the weighted average share price of an aggregate total of 10,476 shares sold in the price range of \$10.00 to \$10.09 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is publicly traded stock, upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Registrant'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.

(5) Represents the weighted average share price of an aggregate total of 1,820 shares sold in the price range of \$10.00 to \$10.12 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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