

MARVELL TECHNOLOGY GROUP LTD

Form 424B3

February 05, 2018

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Filed pursuant to Rule 424(b)(3)  
Registration No. 333-222235

## PROPOSED MERGER AND SHARE ISSUANCE YOUR VOTE IS VERY IMPORTANT

Dear Shareholders:

Marvell Technology Group Ltd. ( Marvell ), Kauai Acquisition Corp., an indirect wholly owned subsidiary of Marvell ( Merger Sub ), and Cavium, Inc. ( Cavium ) have entered into an agreement and plan of merger, dated as of November 19, 2017 (the Merger Agreement ). Merger Sub is a direct wholly owned subsidiary of Marvell Technology, Inc. ( MTI ), which is a direct wholly owned subsidiary of Marvell. Pursuant to the Merger Agreement, Merger Sub will merge with and into Cavium (the Merger ), with Cavium continuing as the surviving corporation in the Merger and as a direct wholly owned subsidiary of MTI. Upon completion of the Merger, each issued and outstanding share of common stock, par value \$0.001 per share, of Cavium, other than any shares owned by Cavium, Marvell, Merger Sub or any of their respective subsidiaries, will be converted into the right to receive 2.1757 Marvell common shares, par value \$0.002 per share, and \$40.00 in cash.

Immediately following the Merger, Marvell s shareholders will own approximately 76.7% of Marvell s issued common shares, and Cavium s shareholders will own approximately 23.3% of Marvell s issued common shares, based on the number of Marvell common shares issued and the number of shares of Cavium common stock outstanding as of January 22, 2018. Marvell common shares are listed on the NASDAQ Global Select Market ( NASDAQ ) under the symbol MRVL. Cavium common stock is listed on NASDAQ under the symbol CAVM. Upon completion of the Merger, Cavium common stock will be delisted from NASDAQ.

The Merger will be a taxable transaction for U.S. federal income tax purposes.

**We are each holding a meeting of shareholders in order to obtain the shareholder approvals necessary to complete the Merger. At Cavium s shareholder meeting, Cavium will ask its shareholders to adopt the Merger Agreement, and at Marvell s shareholder meeting, Marvell will ask its shareholders to approve the issuance of Marvell common shares in connection with the Merger (the Marvell Share Issuance ). Adoption of the Merger Agreement by Cavium shareholders is a condition to the completion of the Merger. Approval of the Marvell Share Issuance by Marvell shareholders is a condition to the completion of the Merger. The obligations of Marvell, Merger Sub and Cavium to complete the Merger are also subject to the satisfaction or waiver of several other conditions set forth in the Merger Agreement and described in this joint proxy statement/prospectus. We urge you to read this joint proxy statement/prospectus, and the documents incorporated by reference into this joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully the section entitled Risk Factors beginning on page 25.**

After careful consideration, the board of directors of Marvell has determined that the Merger and the Marvell Share Issuance are fair to, and in the best interests of, Marvell and its shareholders; and the board of directors of Cavium has determined that the Merger Agreement and the Merger are fair to, and in the best interests of, Cavium and its

shareholders. **Accordingly, the Marvell board of directors unanimously recommends that the Marvell shareholders vote FOR the approval of the Marvell Share Issuance and the other proposal to be considered at the Marvell general meeting, and the Cavium board of directors unanimously recommends that the Cavium shareholders vote FOR the adoption of the Merger Agreement and the other proposals to be considered at the Cavium special meeting.**

We are very excited about the opportunities the proposed Merger brings to both Marvell shareholders and Cavium shareholders, and we thank you for your consideration and continued support.

Sincerely,

Matthew J. Murphy  
President and Chief Executive Officer

Marvell Technology Group Ltd.

Syed B. Ali  
Co-Founder, Chief Executive Officer and Chairman of  
the Board of Directors

Cavium, Inc.

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated February 5, 2018, and is first being mailed to Marvell shareholders and Cavium shareholders on or about February 7, 2018.

**REFERENCES TO ADDITIONAL INFORMATION**

As used in this joint proxy statement/prospectus, Marvell refers to Marvell Technology Group Ltd., Merger Sub refers to Kauai Acquisition Corp., and Cavium refers to Cavium, Inc. We or our refers to Marvell and Cavium. This joint proxy statement/prospectus incorporates important business and financial information about Marvell and Cavium from documents that each company has filed with the Securities and Exchange Commission (the SEC), but which have not been included in or delivered with this joint proxy statement/prospectus. For a list of documents incorporated by reference into this joint proxy statement/prospectus and how you may obtain them, see *Where You Can Find More Information* beginning on page 236. **This information is available to you without charge upon your written or oral request. You can also obtain the documents incorporated by reference into this joint proxy statement/prospectus by accessing the SEC's website maintained at <http://www.sec.gov>.**

In addition, Marvell's filings with the SEC are available to the public on Marvell's website, <http://www.marvell.com>, and Cavium's filings with the SEC are available to the public on Cavium's website, <http://www.cavium.com>. Information about the Merger and the other transactions contemplated by the Merger Agreement is also contained on the following transaction website: <http://marvellcavium.transactionannouncement.com>. Information contained on Marvell's website, Cavium's website, the transaction website or the website of any other person is not incorporated by reference into this joint proxy statement/prospectus, and you should not consider information contained on those websites as part of this joint proxy statement/prospectus.

**Marvell or its proxy solicitor will provide you with copies of the information described above that relate to Marvell, without charge, if you request them in writing or by telephone from:**

Marvell Technology Group Ltd.

c/o Marvell Semiconductor, Inc.

5488 Marvell Lane

Santa Clara, California 95054

Attention: Investor Relations

(408) 222-0777

[ir@marvell.com](mailto:ir@marvell.com)

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

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New York, NY 10022

Shareholders may call toll free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

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**Cavium or its proxy solicitor will provide you with copies of the information described above that relate to Cavium, without charge, if you request such information in writing or by telephone from:**

Cavium, Inc.

2315 N. First Street

San Jose, California 95131

Attention: Investor Relations

(408) 943-7100

IR@Cavium.com

or

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Shareholders may call toll free: (800) 322-2885

Banks and Brokers may call collect: (212) 929-5500

proxy@mackenziepartners.com

**If you would like to request documents, please do so by February 20, 2018, in order to receive them before the shareholder meetings.**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 (File No.333-222235) filed with the SEC by Marvell, constitutes a prospectus of Marvell under Section 5 of the Securities Act of 1933, as amended (the Securities Act ), with respect to Marvell common shares to be issued to Cavium shareholders in connection with the Merger. This joint proxy statement/prospectus also constitutes a joint proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). It also constitutes a notice of meeting with respect to the general meeting of Marvell shareholders and a notice of meeting with respect to the special meeting of Cavium shareholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated February 5, 2018. You should not assume that the information contained in, or incorporated by reference into, this joint proxy statement/prospectus is accurate as of any date other than that date. Neither our mailing of this joint proxy statement/prospectus to Marvell shareholders or Cavium shareholders, nor the issuance by Marvell of common shares in connection with the Merger, will create any implication to the contrary.

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding Marvell has been provided by Marvell, and information contained in this joint proxy statement/prospectus regarding Cavium has been provided by Cavium.**

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**NOTICE OF GENERAL MEETING OF MARVELL SHAREHOLDERS**

**TO BE HELD ON MARCH 16, 2018**

**MARVELL TECHNOLOGY GROUP LTD.**

Canon s Court

22 Victoria Street

Hamilton HM 12

Bermuda

**Dear Shareholders of Marvell Technology Group Ltd.:**

You are cordially invited to a general meeting of shareholders of Marvell Technology Group Ltd. ( Marvell ) at the offices of Marvell Semiconductor, Inc. located at 5488 Marvell Lane, Santa Clara, California 95054, at 1:00 p.m. local time on March 16, 2018. Only shareholders who hold Marvell common shares at the close of business on February 2, 2018, the record date for the general meeting, are entitled to vote at the general meeting and any adjournments or postponements of the general meeting.

At the general meeting, you will be asked to consider and vote upon and approve the following proposals:

- 1. To approve the issuance of Marvell common shares (the Marvell Share Issuance ) in connection with the merger (the Merger ) of Kauai Acquisition Corp. ( Merger Sub ) with and into Cavium, Inc. ( Cavium ), with Cavium continuing as the surviving corporation in the Merger and as a direct wholly owned subsidiary of Marvell Technology, Inc. ( MTI ), which is a direct wholly owned subsidiary of Marvell; the Merger is being effected pursuant to the Agreement and Plan of Merger, dated as of November 19, 2017 (as it may be amended from time to time, the Merger Agreement ), by and among Marvell, Merger Sub, and Cavium, a copy of which is attached as Annex A to this joint proxy statement/prospectus; and**
- 2. To approve adjournments of the Marvell general meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Marvell general meeting to approve the Marvell Share Issuance (the Marvell Adjournment Proposal ).**

No other business will be conducted at the general meeting. This joint proxy statement/prospectus describes the proposals listed above in detail. Please give your careful attention to all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, including the Merger Agreement and the other Annexes, for further information. This joint proxy statement/prospectus is also available on Marvell s Internet site at <http://investor.marvell.com>. This joint proxy statement/prospectus contains detailed information about the general meeting, Marvell, Cavium and the Merger. We urge you to read this joint proxy statement/prospectus carefully and in its entirety. **In particular, see the section entitled *Risk Factors* beginning on page 25 of this joint proxy statement/prospectus for a discussion of the risks related to the Merger. For specific instructions on how to**

**submit your proxy, please refer to the section of this joint proxy statement/prospectus entitled *The Marvell General Meeting* beginning on page 50.**

**After careful consideration, the Marvell board of directors has unanimously approved the Merger Agreement and the transactions contemplated thereby, including the Merger and the Marvell Share Issuance, and has determined that the Merger and the Marvell Share Issuance are fair to, and in the best interests of, Marvell and Marvell's shareholders. The Marvell board of directors accordingly unanimously recommends that you vote **FOR** the approval of the Marvell Share Issuance and **FOR** the Marvell Adjournment Proposal.**



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**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN.**

The Merger cannot be completed without the approval of the Marvell Share Issuance by the affirmative vote of a majority of the Marvell common shares represented in person or by proxy at the Marvell general meeting at which a quorum is present, which, under legal principles understood by Marvell's Bermuda counsel to be applicable in Bermuda, excludes abstentions and broker non-votes, if any, which will have no effect on the outcome of the vote on this proposal. Marvell shareholders as of February 2, 2018 may have their Marvell common shares voted by following the instructions provided in this joint proxy statement/prospectus or on the enclosed proxy card or, if your shares are held in street name, by following the instructions in the voting instruction form to be provided to you by your bank, broker or other nominee. Marvell strongly recommends that Marvell shareholders entitled to vote submit a proxy even if they plan to attend the Marvell general meeting. Submitting a proxy now (including by telephone or over the Internet) will not prevent you from being able to vote at the Marvell general meeting by attending in person and casting a vote. **Abstentions and broker non-votes, if any, will have no effect on the outcome of the vote on the Marvell Share Issuance.**

Marvell shareholders who hold their Marvell common shares beneficially in street name and wish to submit a proxy must provide instructions to the broker, bank, trustee or other nominee that holds their Marvell common shares as to how to vote their Marvell common shares. A Marvell shareholder who holds his or her Marvell common shares beneficially in street name and wishes to vote in person at the Marvell general meeting must obtain a proxy issued in the holder's own name (known as a legal proxy) from the holder's broker, bank or trustee.

By Order of the Board of Directors,

Mitchell L. Gaynor

Chief Administration and Legal Officer and Secretary

Santa Clara, California

February 5, 2018

**Please submit your proxy promptly. You can find instructions for voting on the enclosed proxy card.**

If you have any questions concerning the Merger Agreement, the Merger or the other transactions contemplated by the Merger Agreement, or this joint proxy statement/prospectus, would like additional copies or need help voting your Marvell common shares, please contact Marvell or Marvell's proxy solicitor:

Marvell Technology Group Ltd.

c/o Marvell Semiconductor, Inc.

5488 Marvell Lane

Santa Clara, California 95054

Attention: Investor Relations

(408) 222-0777

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ir@marvell.com

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Shareholders may call toll free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

**YOUR VOTE IS VERY IMPORTANT.**

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CAVIUM, INC.

2315 N. First Street

San Jose, California 95131

**NOTICE OF SPECIAL MEETING OF CAVIUM SHAREHOLDERS**

**To Be Held on March 16, 2018**

**Dear Shareholders of Cavium, Inc.:**

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Cavium, Inc., a Delaware corporation ( Cavium ), will be held at Cavium's corporate headquarters, 2315 N. First Street, San Jose, California 95131, at 10:00 a.m. local time, on March 16, 2018. Only shareholders who hold shares of Cavium common stock at the close of business on February 2, 2018, the record date for the special meeting, are entitled to vote at the special meeting and any adjournments or postponements of the special meeting.

At the special meeting, you will be asked to consider and vote upon and approve the following proposals, as more fully described in this joint proxy statement/prospectus:

- 1. To approve the adoption of the Agreement and Plan of Merger (as it may be amended from time to time, the Merger Agreement ), dated as of November 19, 2017, by and among Marvell Technology Group Ltd. ( Marvell ), Kauai Acquisition Corp. ( Merger Sub ) and Cavium, the merger of Merger Sub with and into Cavium, with Cavium continuing as the surviving corporation in such merger (the Merger ), and the other transactions contemplated by the Merger Agreement (the Merger Proposal );**
- 2. To approve adjournments of the Cavium special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the Cavium special meeting to approve the Merger Proposal (the Cavium Adjournment Proposal ); and**
- 3. To approve, by non-binding, advisory vote, compensation that will or may be paid or become payable by Cavium to its named executive officers in connection with the Merger (the Cavium Non-Binding Compensation Proposal ).**

No other business will be conducted at the special meeting. This joint proxy statement/prospectus describes the proposals listed above in more detail. Please give your careful attention to all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, including the Merger Agreement and the other Annexes, for further information. This joint proxy statement/prospectus is also available on Cavium's Internet site at <http://investor.caviumnetworks.com>. This joint proxy statement/prospectus contains detailed information about the special meeting, Marvell, Cavium and the Merger. You are encouraged to read the entire joint proxy statement/prospectus carefully before submitting your proxy. **In particular, see the section entitled *Risk Factors* beginning on page 25. For specific instructions on how to submit your proxies, please refer to the section of this joint proxy statement/prospectus entitled *The Cavium Special Meeting* beginning on page 57.**

**After careful consideration, the Cavium board of directors has unanimously approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and determined that the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, are advisable, fair to and in the best interests of Cavium and its shareholders and unanimously recommends that you vote FOR the Merger Proposal; FOR the Cavium Adjournment Proposal; and FOR the Cavium Non-Binding Compensation Proposal.**

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**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN.**

The Merger cannot be completed without the adoption of the Merger Agreement by the affirmative vote of a majority of the outstanding shares of Cavium common stock. Cavium shareholders as of February 2, 2018 may have their Cavium common stock voted by following the instructions provided in this joint proxy statement/prospectus or on the enclosed proxy card or, if your shares are held in street name, by following the instructions in the voting instruction form to be provided to you by your bank, broker or other nominee. Cavium strongly recommends that Cavium shareholders entitled to vote submit a proxy even if they plan to attend the Cavium special meeting. Submitting a proxy now (including by telephone or over the Internet) will not prevent you from being able to vote at the Cavium special meeting by attending in person and casting a vote. **However, if you do not return or submit your proxy (including by telephone or over the Internet) or vote in person at the Cavium special meeting, it will have the same effect as a vote AGAINST the approval of the Merger Proposal. If you attend the Cavium special meeting in person or by proxy, and you abstain from voting, that will have the same effect as a vote AGAINST approval of the Merger Proposal.**

Cavium shareholders who hold their Cavium common stock beneficially in street name and wish to submit a proxy must provide instructions to the broker, bank, trustee or other nominee that holds their Cavium common stock as to how to vote their Cavium common stock. A Cavium shareholder who holds his or her Cavium common stock beneficially in street name and wishes to vote in person at the Cavium special meeting must obtain a proxy issued in the holder's own name (known as a legal proxy) from the holder's broker, bank or trustee.

By Order of the Board of Directors,

Syed B. Ali

Chairman of the Board of Directors

San Jose, California

February 5, 2018

**Please submit your proxy promptly. You can find instructions for voting on the enclosed proxy card.**

If you have any questions concerning the Merger Agreement, the Merger or the other transactions contemplated by the Merger Agreement, or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Cavium common stock, please contact Cavium or Cavium's proxy solicitor:

Cavium, Inc.

2315 N. First Street

San Jose, California 95131

Attention: Investor Relations

(408) 943-7100

IR@Cavium.com

or

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Shareholders may call toll free: (800) 322-2885

Banks and Brokers may call collect: (212) 929-5500

[proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)

**YOUR VOTE IS VERY IMPORTANT.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER**

**AND SHAREHOLDER MEETINGS OF MARVELL AND CAVIUM**

*The following questions and answers briefly address some questions that you may have about the shareholder meetings and the Merger. They may not include all the information that is important to you. Marvell, Merger Sub and Cavium urge you to read carefully this entire joint proxy statement/prospectus, including the Annexes and the other documents to which we have referred you. We have included cross-references in certain parts of this section to direct you to a more detailed description of each topic presented elsewhere in this joint proxy statement/prospectus.*

***Q: What is this document?***

A: This joint proxy statement/prospectus serves as the joint proxy statement through which Marvell and Cavium provide their respective shareholders with important information regarding their respective shareholder meetings, the Merger and the other transactions contemplated by the Merger Agreement, and solicit proxies to obtain approvals from their respective shareholders for the Merger Proposal (in the case of Cavium) and the Marvell Share Issuance (in the case of Marvell). It also serves as the prospectus by which Marvell will offer and issue Marvell common shares in connection with the Merger.

***Q: Why am I receiving this joint proxy statement/prospectus?***

A: In order to complete the transactions contemplated by the Merger Agreement, including the Merger, Cavium shareholders must approve the Merger Proposal and Marvell shareholders must approve the Marvell Share Issuance, and all other conditions to the Merger set forth in the Merger Agreement must be satisfied or waived. Marvell and Cavium will hold separate meetings of their respective shareholders to vote on these proposals. This joint proxy statement/prospectus contains important information, which you should read carefully, about the Merger Agreement, the transactions contemplated by the Merger Agreement, including the Merger and the Marvell Share Issuance, and the respective meetings of the shareholders of Marvell and Cavium.

The enclosed proxy materials allow you to grant a proxy to vote your shares by completing the enclosed proxy card or by submitting your proxy by telephone or over the Internet without attending your company's shareholder meeting in person.

Your vote is important. We encourage you to submit your proxy as soon as possible.

***Q: What is the proposed transaction for which I am being asked to vote?***

A: Marvell shareholders are being asked to approve the Marvell Share Issuance and the Marvell Adjournment Proposal. Cavium shareholders are being asked to approve the Merger Proposal, the Cavium Adjournment Proposal and the Cavium Non-Binding Compensation Proposal.

***Q: What if Marvell shareholder approval of the Marvell Share Issuance is not obtained?***

A: If the Marvell Share Issuance is not approved, then the Merger will not occur.

***Q: What if Cavium shareholder approval of the Merger Proposal is not obtained?***

A: If the Merger Proposal is not approved, then the Merger will not occur.

***Q: Why are Marvell and Cavium proposing the Merger?***

A: The respective boards of directors of Marvell and Cavium believe that the Merger will provide substantial strategic and financial benefits to the shareholders of their respective companies. To review the reasons for

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the Merger, see *The Merger Marvell's Reasons for the Merger and Recommendation of Marvell's Board of Directors* and *The Merger Cavium's Reasons for the Merger and Recommendation of Cavium's Board of Directors* for more information.

***Q: What are the positions of the Marvell board of directors and the Cavium board of directors regarding the Merger and the related proposals that are being put to a vote of their respective shareholders?***

A: *Marvell.* The Marvell board of directors has determined that the Merger and the Marvell Share Issuance are fair to, and in the best interests of, Marvell and its shareholders and has unanimously approved the Merger Agreement and the transactions contemplated thereby, including the Merger and the Marvell Share Issuance. The Marvell board of directors unanimously recommends that the Marvell shareholders vote **FOR** the approval of the Marvell Share Issuance and **FOR** the Marvell Adjournment Proposal at the Marvell general meeting. See *The Merger Marvell's Reasons for the Merger and Recommendation of Marvell's Board of Directors* for more information.

*Cavium.* The Cavium board of directors has determined that the Merger Agreement and the Merger are fair to, and in the best interests of, Cavium and its shareholders and has unanimously approved the Merger Agreement and the transactions contemplated thereby, including the Merger. The Cavium board of directors unanimously recommends that the Cavium shareholders vote **FOR** the Merger Proposal, **FOR** the Cavium Adjournment Proposal and **FOR** the Cavium Non-Binding Compensation Proposal at the Cavium special meeting. See *The Merger Cavium's Reasons for the Merger and Recommendation of Cavium's Board of Directors* for more information.

***Q: What vote is required to approve each proposal on the agenda for the Marvell general meeting?***

A: Approval of the Marvell Share Issuance requires the affirmative vote of a majority of the Marvell common shares represented in person or by proxy at the Marvell general meeting at which a quorum is present, which, under legal principles understood by Marvell's Bermuda counsel to be applicable in Bermuda, excludes abstentions and broker non-votes, if any, which will have no effect on the outcome of the vote on this proposal. An abstention occurs when a Marvell shareholder attends the Marvell general meeting in person, or is represented at the Marvell general meeting by proxy, and abstains from voting. Shares not in attendance and not represented by proxy at the Marvell general meeting will have no effect on the outcome of the vote on the Marvell Share Issuance, provided that a quorum is present. See *Questions and Answers about the Shareholder Meetings and the Merger What if I don't provide my bank, broker or other nominee with instructions on how to vote?* for an explanation of broker non-votes.

Approval of the Marvell Adjournment Proposal requires the affirmative vote of a majority of the Marvell common shares represented in person or by proxy at the Marvell general meeting, regardless of whether a quorum is present. Under legal principles understood by Marvell's Bermuda counsel to be applicable in Bermuda, if you are present in person or represented by proxy, attend the meeting in person or by proxy, and vote to abstain, it will have no effect on the outcome of the vote on the Marvell Adjournment Proposal. Also under legal principles understood by Marvell's Bermuda counsel to be applicable in Bermuda, broker non-votes, if any, and shares not in attendance and not represented by proxy at the Marvell general meeting also will have no effect on the outcome of the Marvell Adjournment Proposal. See *The Marvell General Meeting Quorum and Vote Required* for more information.



***Q: What vote is required to approve each proposal on the agenda for the Cavium special meeting?***

A: The Merger Proposal requires the affirmative vote of a majority of the outstanding shares of Cavium common stock entitled to vote at the Cavium special meeting. Abstentions, broker-non votes and shares not represented at the Cavium special meeting will have the same effect as a vote **AGAINST** the Merger Proposal.

To approve the Cavium Adjournment Proposal, the affirmative vote of a majority of the shares of Cavium common stock present in person or represented by proxy at the Cavium special meeting and entitled to vote