

MARVELL TECHNOLOGY GROUP LTD

Form S-8

June 25, 2002

Table of Contents

As filed with the Securities and Exchange Commission on June 25, 2002

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

77-0481679
(I.R.S. Employer
Identification No.)

**4th Floor
Windsor Place
22 Queen Street
P.O. Box HM 1179
Hamilton HM EX
Bermuda**

(Address of principal executive offices
and telephone number)

**Options Issued by Marvell Technology Group Ltd. to
Optionholders of SysKonnnect GmbH**
(Full title of the plan)

**MATTHEW GLOSS
Vice President of Business Affairs
and General Counsel
Marvell Semiconductor, Inc.
700 First Street
Sunnyvale, CA 94089
(408) 222-2500**

(Name, address and telephone
number of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------|----------------------------------------------------|----------------------------------|
| Common Stock, par value \$0.002 per share: To be issued under stock option grants to certain employees | 215,000 | \$ 24.22 | \$5,207,300 | \$ 480 |

(1) Pursuant to Rule 416(a) of the Securities Act of 1933 this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the option agreements.

(2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. The price of the shares is based on the exercise price of the options being registered hereunder.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

TABLE OF CONTENTS

PART I

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

PART II

Item 3. Incorporation of Documents by Reference.

Item 4. Description of Securities.

Item 5. Interests of Named Experts and Counsel.

Item 6. Indemnification of Directors and Officers.

Item 7. Exemption From Registration Claimed.

Item 8. Exhibits.

Item 9. Undertakings.

SIGNATURES

INDEX TO EXHIBITS

EXHIBIT 5.1

EXHIBIT 23.1

EXHIBIT 99.1

Table of Contents

Marvell Technology Group Ltd., or the Registrant, acquired all of the issued and outstanding capital stock of SysKonnnect GmbH, or SysKonnnect, pursuant to a Share Purchase Agreement, among the Registrant, SysKonnnect and the sole shareholder of SysKonnnect. The shares to be registered hereunder are issuable pursuant to options granted by the Registrant to former optionholders of SysKonnnect.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- (a) Registrant's Annual Report on Form 10-K (File No. 0-30877) for the fiscal year ended February 2, 2002;
- (b) Registrant's Quarterly Report on Form 10-Q for the quarter ended May 4, 2002;
- (c) Registrant's Current Report on Form 8-K dated May 23, 2002;
- (d) Registrant's Current Report on Form 8-K dated June 24, 2002; and
- (e) The description of Registrant's Common Stock contained in Registrant's registration statement on Form 8-A, filed June 22, 2000.

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Set forth below is a description of certain provisions of the Companies Act of 1981 of Bermuda (the "Companies Act"), the Company's Memorandum of Association, as presently in effect (the "Memorandum of Association"), and the Company's Bye-laws (the "Bye-laws"), as such provisions relate to the indemnification of the

Table of Contents

directors and officers of the Company. This description is intended only as a summary and is qualified in its entirety by reference to the applicable provisions of the Companies Act, the Company’s Memorandum of Association and the Company’s Bye-laws, which are incorporated herein by reference.

The Companies Act permits the Company to indemnify its directors or officers in their capacity as such in respect of any loss arising or liability attaching to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which a director or officer may be guilty in relation to the Company other than in respect of his own fraud or dishonesty.

The Bye-laws provide that every director, officer, committee member and any resident representative of the Company be indemnified against any liabilities, loss, damage or expense incurred or suffered in such capacity, subject to limitations imposed in the Companies Act. The Bye-laws further provide that to the extent that any director, officer, committee member or resident representative of the Company is successful in defending any proceedings, whether civil or criminal, the Company will indemnify the individual for all liabilities incurred in such capacity.

Bye-law 31 stipulates that each shareholder and the Company agree to waive any claim or right of action against any director, officer or committee member, in respect of any failure to act or any action taken by such director, officer or committee member in the performance of his duties with or for the Company. The waiver does not extend to claims arising under United States federal securities laws or any claims, rights of action arising from the fraud of the director, officer, committee member or to recover any gain, personal profit or advantage to which such individual is not legally entitled.

There has not been in the past and there is not presently pending any litigation or proceeding involving a director, officer, employee or agent of the Company which could give rise to an indemnification obligation on the part of the Company. In addition, except as described herein, the Board of Directors is not aware of any threatened litigation or proceeding which may result in a claim for indemnification.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit Number | Exhibit |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 5.1 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.23.2 Consent of Appleby Spurling & Kempe (included in Exhibit 5.1)24.1 Powers of Attorney (see page 5)99.1 Marvell Share Sale and Purchase Form Agreement. | Opinion of Appleby Spurling & Kempe. |

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

Table of Contents

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

/s/ Weili Dai

Director

June 24, 2002

Weili Dai

5

Table of Contents

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|------------------------|--------------|---------------|
| /s/ Herbert Chang | Director | June 24, 2002 |
| Herbert Chang | | |
| /s/ John M. Cioffi | Director | June 24, 2002 |
| John M. Cioffi | | |
| /s/ Paul R. Gray | Director | June 24, 2002 |
| Paul R. Gray | | |
| /s/ Pantas Sutardja | Director | June 24, 2002 |
| Pantas Sutardja | | |
| /s/ Ronald D. Verdoorn | Director | June 24, 2002 |
| Ronald D. Verdoorn | | |

Table of Contents

INDEX TO EXHIBITS

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