

FRISBIE RICHARD D

Form 4

February 10, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Battery Ventures VII, L.P.

(Last) (First) (Middle)

C/O BATTERY VENTURES, 930
WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MAXLINEAR INC [MXL]

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

02/08/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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	(A) or (D)	Price			
Class A Common Stock (\$0.0001 par value)	02/08/2011		C ⁽⁴⁾		764,370	A	\$ 0 ⁽⁴⁾	764,370	I	See Footnote ⁽⁵⁾ ⁽⁶⁾
Class A Common Stock (\$0.0001 par value)	02/08/2011		J ⁽⁷⁾		764,370 ⁽⁸⁾	D	\$ 0 ⁽⁷⁾	0	I	See Footnote ⁽⁵⁾ ⁽⁶⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾	\$ 0 ⁽¹⁾	02/08/2011		C ⁽¹⁾		764,370		⁽¹⁾	⁽¹⁾	Class A Common Stock (\$0.0001 par value)	764,370

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VII, L.P. C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Investment Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
LAWLER KENNETH P C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451	X	X		
CROTTY THOMAS J C/O BATTERY VENTURES		X		

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

FRISBIE RICHARD D
C/O BATTERY VENTURES

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

X

JONES MORGAN M
C/O BATTERY VENTURES

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

X

Lee Roger H
C/O BATTERY VENTURES

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

X

TABORS R DAVID
C/O BATTERY VENTURES

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

X

TOBIN SCOTT R
C/O BATTERY VENTURES

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

X

Signatures

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VII, L.P.)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Investment Partners VII, LLC)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VII, LLC)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Morgan M. Jones)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Roger H. Lee)

02/09/2011

__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors)

02/09/2011

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__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin)

02/09/2011

__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) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Issuer's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended, 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.

(2) Of the reported securities 1,505,106 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.

(3) Of the reported securities 28,837 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. 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) Each share of Class A Common Stock, which is the publicly traded stock, was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Persons.

(5) Of the reported securities 750,000 were 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.

(6) Of the reported securities 14,370 were 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. 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.

(7) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Ventures VII, L.P. ("BV VII") and Battery Investment Partners VII, LLC ("BIP VII") to the limited partners of BV VII, to the members of BIP VII and to Battery Partners VII, LLC ("BP VII"), which is the general partner of BV VII.

(8) Of the reported securities, 742,500 shares were distributed to the limited partners of BV VII, 7,500 shares were distributed to BP VII, and 14,370 shares were distributed to the members of BIP VII. Such shares distributed to BP VII were further distributed to the members of BP VII and shall not be deemed to be held by the reporting persons for the purpose of this filing.

Remarks:

Prior to these transactions, the reporting persons were 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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