

MAXLINEAR INC  
Form 4  
November 22, 2016

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Torgerson William

(Last) (First) (Middle)

C/O MAXLINEAR, INC., 5966 LA  
PLACE COURT, SUITE 100

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

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

MAXLINEAR INC [MXL]

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

11/21/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP/GM, Broadband Group

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)                                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock (par<br>value<br>\$0.0001) <sup>(1)</sup> | 11/21/2016                              |                                                             | M                                    | 4,048 A                                                                 | \$ 0 68,069                                                                                                        | D                                                                    |                                         |
| Class A<br>Common<br>Stock (par<br>value<br>\$0.0001)                | 11/21/2016                              |                                                             | F                                    | 4,048 D                                                                 | \$ 21.99 64,021                                                                                                    | D                                                                    |                                         |
| Class A<br>Common                                                    |                                         |                                                             |                                      |                                                                         | 500                                                                                                                | I                                                                    | By spouse                               |

Edgar Filing: MAXLINEAR INC - Form 4

Stock (par  
value  
\$0.0001)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secu<br>(Instr                      |                                        |    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------------------------------------------|----------------------------------------|----|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                 | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 11/21/2016                              |                                                             | M                                    |                                                                                                                 | 1,409                                                          |     | <u>(2)</u>                                                          | <u>(2)</u>         | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001) | 1,409                                  | \$ |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 11/21/2016                              |                                                             | M                                    |                                                                                                                 | 498                                                            |     | <u>(3)</u>                                                          | <u>(3)</u>         | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001) | 498                                    | \$ |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 11/21/2016                              |                                                             | M                                    |                                                                                                                 | 1,033                                                          |     | <u>(4)</u>                                                          | <u>(4)</u>         | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001) | 1,033                                  | \$ |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 11/21/2016                              |                                                             | M                                    |                                                                                                                 | 1,108                                                          |     | <u>(5)</u>                                                          | <u>(5)</u>         | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001) | 1,108                                  | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                        |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer                | Other |
| Torgerson William<br>C/O MAXLINEAR, INC.<br>5966 LA PLACE COURT, SUITE 100<br>CARLSBAD, CA 92008 |               |           | VP/GM, Broadband Group |       |

## Signatures

/s/ Adam Spice, as  
Attorney-in-Fact

11/22/2016

\_\_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 restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty-five percent (25%) of the 60,000 RSUs subject to the award will vest on November 20, 2013, and one-sixteenth (1/16th) of the RSUs subject to the award will vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award will be fully vested on November 20, 2016.

(3) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 21,237 RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

(4) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 44,000 RSUs subject to the award shall vest on August 20, 2015, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2019.

(5) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 47,204 RSUs subject to the award shall vest on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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