

MARVELL TECHNOLOGY GROUP LTD

Form 4

December 02, 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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sutardja, Sehat

2. Issuer Name **and** Ticker or Trading  
Symbol  
MARVELL TECHNOLOGY  
GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2016

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

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

**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)
Common Shares	11/30/2016		M	20,641 A	\$ 6.84	3,489,536 <sup>(1)</sup>	D
Common Shares	11/30/2016		S	20,641 D	\$ 14.4502 <sup>(2)</sup>	3,468,895 <sup>(1)</sup>	D
Common Shares	11/30/2016		M	160,494 A	\$ 6.84	3,629,389 <sup>(1)</sup>	D
Common Shares	11/30/2016		S	160,494 D	\$ 14.4807 <sup>(3)</sup>	3,468,895 <sup>(1)</sup>	D
						18,253,334	I

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Common  
Shares

By  
Sutardja  
Family  
Partners  
(4)

Common  
Shares

43,514,448 I

SSWD  
LLC (5)

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

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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 6.84	11/30/2016		M		20,641		<u>(6)</u>	12/08/2016	Common Shares	20,641
Employee Stock Option (Right to Buy)	\$ 6.84	11/30/2016		M		160,494		<u>(6)</u>	12/08/2016	Common Shares	160,494

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutardja, Sehat 5488 MARVELL LANE SANTA CLARA, CA 95054		X		
Dai, Weili 5488 MARVELL LANE		X		

SANTA CLARA, CA 95054

## Signatures

Sehat Sutardja 12/02/2016

\_\_Signature of  
Reporting Person

Date

Weili Dai 12/02/2016

\_\_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) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Dr. Sutardja and Ms. Dai are husband and wife.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.45 to \$14.455, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of Marvell, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.45 to \$14.52, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of Marvell, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.

(4) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.

(5) Ms. Dai and Dr. Sutardja are the managing members of SSWD LLC, a Delaware limited liability company.

(6) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of December 15, 2008, the vesting commencement date.

(7) Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sutardja holds this option in his own name. Ms. Weili Dai may be deemed to be an indirect beneficial owner of this option.

(8) Ms. Weili Dai is the wife of Dr. Sehat Sutardja. Ms. Weili Dai holds this option in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owners of this option.

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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