

MARVELL TECHNOLOGY GROUP LTD
 Form 3
 April 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â EINHORN DAVID
 (Last) (First) (Middle)

140 EAST 45TH STREET, Â FLOOR 24

(Street)

NEW YORK, Â NY Â 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 03/29/2013

3. Issuer Name and Ticker or Trading Symbol

MARVELL TECHNOLOGY GROUP LTD [MRVL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 1,981,597 | I (1) (2) (3) | See Footnote (6) |
| Common Shares | 11,329,605 | I (1) (2) (3) | See Footnote (7) |
| Common Shares | 19,208,659 | I (1) (2) (3) | See Footnote (8) |
| Common Shares | 7,131,000 | I (1) (2) (3) | See Footnote (9) |
| Common Shares | 5,977,287 | I (1) (2) (3) | See Footnote (10) |
| Common Shares | 5,855,295 | I (1) (2) (3) | See Footnote (11) |
| Common Shares | 319,000 | I (2) (3) | See Footnote (12) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Total Return Equity Swap | Â (4)(5) | 02/07/2014 | Common Shares | 446,000 | \$ 7.93 | I (1) (3) (4) (5) | See Footnotes (4) (6) |
| Total Return Equity Swap | Â (4)(5) | 02/07/2014 | Common Shares | 2,528,600 | \$ 7.93 | I (1) (3) (4) (5) | See Footnotes (4) (7) |
| Total Return Equity Swap | Â (4)(5) | 02/07/2014 | Common Shares | 4,432,400 | \$ 7.93 | I (1) (3) (4) (5) | See Footnotes (4) (8) |
| Total Return Equity Swap | Â (4)(5) | 02/07/2014 | Common Shares | 1,844,200 | \$ 7.93 | I (1) (3) (4) (5) | See Footnotes (4) (9) |
| Total Return Equity Swap | Â (4)(5) | 02/07/2014 | Common Shares | 1,336,100 | \$ 7.93 | I (1) (3) (4) (5) | See Footnotes (4) (10) |
| Total Return Equity Swap | Â (4)(5) | 02/07/2014 | Common Shares | 1,292,700 | \$ 7.93 | I (1) (3) (4) (5) | See Footnotes (4) (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EINHORN DAVID 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017 | Â | Â X | Â | Â |

Signatures

/s/ Daniel Roitman *, on behalf of David Einhorn 04/05/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) David Einhorn is the senior managing member of Greenlight Capital, L.L.C. ("Greenlight LLC"), DME Advisors GP, LLC ("DME GP") and DME Management GP, LLC ("DME Management GP"), and the president of Greenlight Capital, Inc. ("Greenlight Inc."). DME GP is the general partner of DME Advisors, LP ("DME") and DME Capital Management, LP ("DME CM").
- (2)

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One or more of the foregoing entities control the disposition and voting of common shares, par value \$0.002 per share (the "Common Shares"), of Marvell Technology Group Ltd. ("Issuer"), owned by one or more of the following entities: Greenlight Capital, L.P. ("Greenlight Fund"), Greenlight Capital Qualified, L.P. ("Greenlight Qualified"), Greenlight Capital Offshore Partners ("Greenlight Offshore"), Greenlight Capital (Gold), LP ("Greenlight Gold"), Greenlight Capital Offshore Master (Gold), Ltd. ("Greenlight Gold Offshore"), Greenlight Masters Partners ("Greenlight Masters") and an account managed by DME (the "Managed Account," and, together with Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore, Greenlight Masters, Greenlight LLC, Greenlight Inc., DME GP, DME, DME Management GP and DME CM, the "Greenlight Parties"), in the respective capacities and quantities further described in the footnotes below.

(3) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Einhorn and the Greenlight Parties disclaim beneficial ownership of the Common Shares except to the extent of their respective pecuniary interests therein. The filing of this Form 3 shall not be construed as an admission that David Einhorn or any of the Greenlight Parties is or was for the purposes of Section 16(a) of the Act, or otherwise, the beneficial owner of any of the Common Shares owned by Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore, Greenlight Masters or the Managed Account.

(4) On January 2, 2013, Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore and the Managed Account entered into total return equity swap agreements (each, a "Swap") with a securities broker, pursuant to which, upon the expiration of the term of each respective Swap, (i) the applicable Greenlight Party referenced in the Swap will be obligated to pay to the broker an amount, based on a cost price of approximately \$7.93 per Common Share, for each Common Share referenced in such Swap (in the respective quantities described in the footnotes below), and (ii) the broker will be obligated to pay to the applicable Greenlight Party referenced in the Swap the market value of such number of Common Shares as are referenced in the Swap (in the respective quantities described in the footnotes below), as of the expiration of the term of the Swap.

(5) Any dividends received by the broker on the Common Shares referenced in each Swap during the term of the Swap will be paid to the applicable Greenlight Party. During the term of each Swap, the applicable Greenlight Party will pay the broker interest on the aggregate price payable by such Greenlight Party. The terms of the Swaps do not permit the Greenlight Parties to vote or dispose of any Common Shares, or to acquire any Common Shares pursuant to the Swaps.

(6) Greenlight LLC controls the voting and disposition of 1,981,597 Common Shares through the account of Greenlight Fund, of which Greenlight LLC is the general partner. As the senior managing member of Greenlight LLC, Mr. Einhorn may be deemed to beneficially own the securities held by Greenlight Fund. Greenlight Fund also has exposure to 446,000 Common Shares pursuant to a Swap, as further described in Footnote 4.

(7) Greenlight LLC controls the voting and disposition of 11,329,605 Common Shares through the account of Greenlight Qualified, of which Greenlight LLC is the general partner. As the senior managing member of Greenlight LLC, Mr. Einhorn may be deemed to beneficially own the securities held by Greenlight Qualified. Greenlight Qualified also has exposure to 2,528,600 Common Shares pursuant to a Swap, as further described in Footnote 4.

(8) Greenlight Inc. controls the voting and disposition of 19,208,659 Common Shares through the account of Greenlight Offshore. Greenlight Inc. is the investment manager of Greenlight Offshore. As the president of Greenlight Inc., Mr. Einhorn may be deemed to beneficially own the shares held by Greenlight Offshore. Greenlight Offshore also has exposure to 4,432,400 Common Shares pursuant to a Swap, as further described in Footnote 4.

(9) DME controls the voting and disposition of 7,131,000 Common Shares through the Managed Account, for which DME serves as the investment manager. As the senior managing member of DME GP, which is the general partner of DME, Mr. Einhorn may be deemed to beneficially own the shares held by the Managed Account. The Managed Account also has exposure to 1,844,200 Common Shares pursuant to a Swap, as further described in Footnote 4.

(10) DME Management GP controls the voting and disposition of 5,977,287 Common Shares through the account of Greenlight Gold, of which DME Management GP is the general partner. As the senior managing member of DME Management GP, Mr. Einhorn may be deemed to beneficially own the securities held by Greenlight Gold. Greenlight Gold also has exposure to 1,336,100 Common Shares pursuant to a Swap, as further described in Footnote 4.

(11) DME CM controls the voting and disposition of 5,855,295 Common Shares through the account of Greenlight Gold Offshore, of which DME CM is the investment manager. As the senior managing member of DME GP, which is the general partner of DME CM, Mr. Einhorn may be deemed to beneficially own the shares held by Greenlight Gold Offshore. Greenlight Gold Offshore also has exposure to 1,292,700 Common Shares pursuant to a Swap, as further described in Footnote 4.

(12) Mr. Einhorn indirectly controls the voting and disposition of 319,000 Common Shares through the account of Greenlight Masters. Mr. Einhorn may be deemed to have indirect investment and/or voting power over Greenlight Masters through its general partners and/or investment manager.

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Remarks:

*Â TheÂ PowerÂ ofÂ AttorneyÂ executedÂ byÂ DavidÂ Einhorn,Â authorizingÂ theÂ signatoryÂ toÂ signÂ andÂ fileÂ th

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

Explanation of Responses:

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