

WALSH BRENDAN  
Form 4  
February 26, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALSH BRENDAN

(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)  
02/22/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, Product Line Marketing

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 02/22/2019                           |  | M                              | 2,740 A \$ 0  | 179,564   | D  |                                   |
| Common Stock                    | 02/22/2019                           |  | F                              | 2,740 D \$ 23.63  | 176,824   | D  |                                   |
| Common Stock                    | 02/22/2019                           |  | A                              | 3,136 <sup>(2)</sup> A \$ 0                                       | 179,960   | D  |                                   |
| Common Stock                    | 02/22/2019                           |  | F                              | 1,493 D \$ 23.63  | 178,467   | D  |                                   |

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

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(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) | 8. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   | 02/22/2019                           |  | M                              | 645   | <u>(3)</u>   | <u>(3)</u>  | Common Stock                               | 645                        |
| Restricted Stock Units                     | <u>(1)</u>   | 02/22/2019                           |  | M                              | 864   | <u>(4)</u>   | <u>(4)</u>  | Common Stock                               | 864                        |
| Restricted Stock Units                     | <u>(1)</u>   | 02/22/2019                           |  | M                              | 408   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                               | 408                        |
| Restricted Stock Units                     | <u>(1)</u>   | 02/22/2019                           |  | M                              | 823   | <u>(6)</u>   | <u>(6)</u>  | Common Stock                               | 823                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

WALSH BRENDAN  
C/O MAXLINEAR, INC.  
5966 LA PLACE COURT, SUITE 100  
CARLSBAD, CA 92008

VP, Product  
Line  
Marketing

## Signatures

/s/ Connie Kwong, as  
Attorney-in-Fact

02/26/2019

\_\_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. Common Stock.

Represents shares of Common Stock issued to the Reporting Person for the 2018 performance period under the Company's Executive Incentive Bonus Plan (the "Bonus Plan"). All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the award amount earned under the Bonus Plan and the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(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 20,000 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. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(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 25,417 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. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 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 13,836 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

(6) Subject to the Reporting Person 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 24,245 RSUs subject to the award shall vest on August 20, 2018, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each November 20, February 20, May 20, and August 20 thereafter, such that the award will be fully vested on May 20, 2022. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2019. On February 22, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 22, 2019.

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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