

SEENDRIPU KISHORE  
Form 4  
May 02, 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 \*  
SEENDRIPU KISHORE

(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)  
04/30/2019

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)

Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2019		M		86,110	A	\$ 4.6917
Common Stock	04/30/2019		F		50,263	D	\$ 26.91
Common Stock	05/01/2019		M		226,039	A	\$ 8.191
Common Stock	05/01/2019		F		147,139	D	\$ 26.62
Common Stock							2,044,182

See footnote (1)

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Common Stock	870,659	I	See footnote (2)
Common Stock	870,660	I	See footnote (3)
Common Stock	18,920	I	See footnote (4)

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

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**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 or Number of Shares
Stock Option (right to buy)	\$ 4.6917	04/30/2019		M	86,110	(5) 07/28/2019	Common Stock 86,110
Stock Option (right to buy)	\$ 8.191	05/01/2019		M	226,039	(6) 10/27/2019	Common Stock 226,039

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEENDRIPU KISHORE C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	X	X	Chairman, President and CEO	

## Signatures

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

05/02/2019

\_\_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) Shares held by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.
- (2) Shares held by the Kishore V. Seendripu 2017 Annuity Trust dated February 17, 2017, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (3) Shares held by the Rekha S. Seendripu 2017 Annuity Trust dated February 17, 2017, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (4) Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.
- (5) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable vesting date, twenty five percent (25%) of the 86,110 shares subject to the option vested and became exercisable on May 10, 2010, and, 2.08% of the shares subject to the option vested and became exercisable at the end of each monthly period thereafter.
- (6) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable vesting date, ten percent (10%) of the 226,039 shares subject to the option vested and became exercisable on October 27, 2010, twenty percent (20%) of the shares subject to the option vested and became exercisable October 27, 2011, thirty percent (30%) of the shares subject to the option vested and became exercisable on October 27, 2012, and forty percent (40%) of the shares subject to option vested and became exercisable October 27, 2013.

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.