MAXLINEAR INC

Form 4

\$0.0001)

November 24, 2014

<b>FORM</b>	<b>/</b> 1									PROVAL	
	UNITEDS	TATES		ITIES All hington, l			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							NERSHIP OF	Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs Section 17(a	) of the P	ublic Uti		ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40		0.5	
(Print or Type R	desponses)										
Scarpulla Justin Symbol			Symbol	ssuer Name <b>and</b> Ticker or Trading bol XLINEAR INC [MXL]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date (Month)			3. Date of (Month/Da	Date of Earliest Transaction onth/Day/Year) /20/2014				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  VP, Corporate Controller			
CARLOR A	(Street)			ndment, Dat th/Day/Year)	e Original			6. Individual or Jo Applicable Line) _X_ Form filed by O		erson	
(City)		Zip)						Person			
(City)	(State) (	Z1p)	Table	e I - Non-De				uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock (par value \$0.0001) (1)	11/20/2014			Code V M		(D)		(Instr. 3 and 4) 21,701 (2)	D		
Class A Common Stock (par value	11/20/2014			F	1,976	D	\$ 7.29	19,725	D		

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. Transacti Code (Instr. 8)	5. Number on 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
Restricted Stock Units	Ш	11/20/2014		M	1,644	(3)	11/20/2015	Class A Common Stock (par value \$0.0001)	1,644
Restricted Stock Units	<u>(1)</u>	11/20/2014		M	332	<u>(4)</u>	05/20/2018	Class A Common Stock (par value \$0.0001)	332

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Scarpulla Justin

5966 LA PLACE COURT

SUITE 100

CARLSBAD, CA 92008

VP, Corporate Controller

## **Signatures**

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

\*\*Signature of Reporting Person Date

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## **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 the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (2) Includes 1,576 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 17, 2014.
- 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 70,000 RSUs subject to the award shall vest on November 20, 2012, and one sixteenth (1/16th) of the 70,000 RSUs subject to the award shall vest on each February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on November 20, 2015.
- 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 14,158 RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth 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.

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.