

MARVELL TECHNOLOGY GROUP LTD

Form 4

December 07, 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

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(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)
12/05/2016

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

SANTA CLARA, CA 95054

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

(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	12/05/2016		M	29,332 A	\$ 6.84	3,498,227 ⁽¹⁾	D
Common Shares	12/05/2016		S	29,332 D	\$ 14.0257 ⁽²⁾	3,468,895 ⁽¹⁾	D
Common Sahres	12/05/2016		M	300,000 A	\$ 6.84	3,768,895 ⁽¹⁾	D
Common Shares	12/05/2016		S	300,000 D	\$ 14.0257 ⁽²⁾	3,468,895 ⁽¹⁾	D
	12/05/2016		M	200,000 A	\$ 10.76	3,668,895 ⁽¹⁾	D

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Common
Shares

Common Shares	12/05/2016	S	200,000	D	\$ 14.0257	3,468,895 ⁽¹⁾	D
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Common Shares	12/05/2016	M	300,000	A	\$ 10.76	3,768,895 ⁽¹⁾	D
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Common Shares	12/05/2016	S	300,000	D	\$ 14.0266 <u>(3)</u>	3,468,895 ⁽¹⁾	D
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Common Shares	12/05/2016	M	100,000	A	\$ 12.92	3,568,895 ⁽¹⁾	D
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Common Shares	12/05/2016	S	100,000	D	\$ 14.0266 <u>(3)</u>	3,468,895 ⁽¹⁾	D
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Common Shares						18,253,334 <u>(1)</u>	I	By Sutardja Family Partners <u>(4)</u>
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Common Shares						43,514,448 <u>(1)</u>	I	By SSWD LLC <u>(5)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	12/05/2016		M	29,332	<u>(6)</u> 12/08/2016	Common Shares 29,332

Employee Stock Option (Right to Buy)	\$ 6.84	12/05/2016	M	300,000	<u>(6)</u>	12/08/2016	Common Shares	300,000
Employee Stock Option (Right to Buy)	\$ 10.76	12/05/2016	M	200,000	<u>(7)</u>	12/08/2016	Common Shares	200,000
Employee Stock Option (Right to Buy)	\$ 10.76	12/05/2016	M	300,000	<u>(7)</u>	12/08/2016	Common Shares	300,000
Employee Stock Option (Right to Buy)	\$ 12.92	12/05/2016	M	100,000	<u>(9)</u>	12/08/2016	Common Shares	100,000

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 SANTA CLARA, CA 95054		X		

Signatures

Sehat Sutardja
12/07/2016

**Signature of Reporting Person Date

Weili Dai
12/07/2016

**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)

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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 \$14.00 to \$14.115, 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 \$14.00 to \$14.085, 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.

- (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) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of April 30, 2013, the vesting commencement date.

- (8) 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.

- (9) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of June 10, 2009, the vesting commencement date.

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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