

MARVELL TECHNOLOGY GROUP LTD
Form 8-K
September 12, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 8, 2006**

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or Other Jurisdiction of
Incorporation)

0-30877
(Commission File Number)

77-0481679
(I.R.S. Employer
Identification No.)

Canon s Court
22 Victoria Street
Hamilton HM 12
Bermuda

(Address of principal executive offices)

(441) 296-6395

(Registrant s telephone number,
including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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Item 3.01
Transfer of Listing.

Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard;

On September 8, 2006, Marvell Technology Group Ltd. (the Company) received a notice from The Nasdaq Stock Market stating that is not in compliance with Nasdaq Marketplace Rule 4310(c)(14) because the Company has not timely filed its Report on Form 10-Q for the fiscal quarter ended July 29, 2006. The Company intends to request a hearing before a Nasdaq Listing Qualifications Panel for continued listing on the Nasdaq Global Market. The Company's securities will remain listed on the Nasdaq Global Market pending a decision by the Nasdaq Listing Qualifications Panel. There can be no assurance that the hearing panel will grant the Company's request for continued listing.

The Company issued a press release on September 12, 2006, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01
Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated September 12, 2006.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 12, 2006

MARVELL TECHNOLOGY GROUP LTD.

By: */s/ George A. Hervey*
George A. Hervey
Vice President of Finance and
Chief Financial Officer

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Exhibit Index

Exhibit Number	Description
99.1	Press Release dated September 12, 2006

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