

FRISBIE RICHARD D
Form 4
March 31, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Battery Ventures VII, L.P.

2. Issuer Name and Ticker or Trading Symbol
MAXLINEAR INC [MXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BATTERY VENTURES, 930
WINTER STREET, SUITE 2500

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2010

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (\$0.0001 par value) (1) (2) | 03/29/2010 | | C | | 3,456,927 | A | \$ 0 (1) (2) |
| | | | | | | I | See Footnote (3) (4) |

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

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SEC 1474
(9-02)

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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 Number Shares |
| Series B Convertible Preferred Stock | \$ 0 ⁽⁵⁾ | 03/29/2010 | | C | 3,456,927 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock ⁽¹⁾ ₍₂₎ | 3,456, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Battery Ventures VII, L.P. C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Battery Investment Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Battery Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| LAWLER KENNETH P C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | X | X | | |
| CROTTY THOMAS J C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| FRISBIE RICHARD D C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| JONES MORGAN M C/O BATTERY VENTURES | | X | | |

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

Lee Roger H
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500 X
WALTHAM, MA 02451

TABORS R DAVID
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500 X
WALTHAM, MA 02451

TOBIN SCOTT R
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500 X
WALTHAM, MA 02451

Signatures

| | |
|--|------------|
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VII, L.P.) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Investment Partners VII, LLC) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VII, LLC) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Morgan M. Jones) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Roger H. Lee) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors) | 03/31/2010 |
| **Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin) | 03/31/2010 |
| **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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Each share of Common Stock shall be automatically converted into one share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering on March 29, 2010.

- (2) Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common Stock upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Issuer's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

- (3) Of the reported securities 3,391,938 were owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (4) Of the reported securities 64,989 were owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (5) Pursuant to the consent of the holders, each share of Series B Convertible Preferred Stock shall be converted into one share of Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities.

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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