MAXLINEAR INC
Form SC 13G/A
February 14, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

MaxLinear, Inc.

(Name of Issuer)

Class A Common Stock, $0.0001 par value

(Title of Class of Securities)

57776J100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)

¨ Rule 13d-1(c)

¨ Rule 13d-1(d)

CUSIP No. 57776J100 13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nokomis Capital, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ¨

(b) ¨

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 381,374
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 381,374

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

381,374

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.5% **

12 TYPE OF REPORTING PERSON*

IA, OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4(b).

CUSIP No. 57776J100 13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Brett Hendrickson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ¨

(b) ¨

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 381,374
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 381,374

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

381,374

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.5% **

12 TYPE OF REPORTING PERSON*

HC, IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4(b).

SCHEDULE 13G/A

This Amedment No. 1 (this Amendment) to Schedule 13G (the Schedule 13G) is being filed on behalf of Nokomis Capital, L.L.C., a Texas limited liability company (Nokomis Capital), and Mr. Brett Hendrickson, the principal of Nokomis Capital, relating to Class A Common Stock, $0.0001 par value (the Common Stock), of MaxLinear, Inc., a Delaware corporation (the Issuer).

This Amendment relates to Common Stock of the Issuer purchased by Nokomis Capital through the accounts of certain private funds and managed accounts (collectively, the Nokomis Accounts). Nokomis Capital serves as the investment adviser to the Nokomis Accounts and may direct the vote and dispose of the 381,374 shares of Common Stock held by the Nokomis Accounts. As the principal of Nokomis Capital, Mr. Hendrickson may direct the vote and disposition of the 381,374 shares of Common Stock held by the Nokomis Accounts.

This Amendment amends and restates the Schedule 13G as set forth below.

Item 1(a) Name of Issuer.
MaxLinear, Inc.

Item 1(b) Address of Issuer s Principal Executive Offices.
2051 Palomar Airport Road, Suite 100

Carlsbad, California 92011

Item 2(a) Name of Person Filing.
Nokomis Capital, L.L.C. (Nokomis Capital) and Mr. Brett Hendrickson.

Item 2(b) Address of Principal Business Office, or, if none, Residence.
2305 Cedar Springs Rd., Suite 420

Dallas, TX 75201

Item 2(c) Citizenship or Place of Organization.
Nokomis Capital is a limited liability company organized under the laws of the State of Texas. Mr. Hendrickson is the principal of Nokomis Capital and is a United States citizen.

Item 2(d) Title of Class of Securities.
Class A Common Stock, $0.0001 par value (the Common Stock).

Item 2(e) CUSIP Number.
57776J100

Item 3 Reporting Person.
If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a)	¨	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b)	¨	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	¨	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	¨	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e)	x	An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
(f)	¨	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
(g)	x	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
(h)	¨	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i)	¨	A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
(j)	¨	Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

(a) Nokomis Capital and Mr. Hendrickson are the beneficial owners of 381,374 shares of Common Stock.

(b) Nokomis Capital and Mr. Hendrickson are the beneficial owners of 1.5% of the outstanding Common Shares. This percentage is determined by dividing 381,374 by 26,003,292, the number of shares of Common Stock issued and outstanding as of October 23, 2013, as reported in the Issuer s Form 10-Q filed on October 30, 2013.

(c) Nokomis Capital, as the investment adviser to the Nokomis Accounts, may direct the vote and dispose of the 381,374 shares of Common Stock held by the Nokomis Accounts. As the principal of Nokomis Capital, Mr. Hendrickson may direct the vote and disposition of the 381,374 shares of Common Stock held by the Nokomis Accounts.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

NOKOMIS CAPITAL, L.L.C.

By: /s/ Brett Hendrickson
Brett Hendrickson
Manager

/s/ Brett Hendrickson
Brett Hendrickson