MAXLINEAR INC

Form 4

\$0.0001)

November 22, 2016

									OMB AF			
FORM Check this	CIVILLE	STATES		AITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-028		
Check this if no longe subject to	ar .	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI							Expires:	January 3 200		
Section 16 Form 4 or		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  20(b) of the Investment Company Act of 1940								Estimated average burden hours per response 0		
Form 5 obligations may continue <i>See</i> Instruct 1(b).	s Section 17(											
(Print or Type Ro	esponses)											
			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]				ng	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction						eck all applicable)			
	NEAR, INC., 59 JRT, SUITE 100		(Month/D 11/21/20	•				DirectorX_ Officer (give below) Vice Pres		Owner er (specify Sales		
	(Street) 4. If Amer Filed(Mon				_	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CARLSBAD	O, CA 92008							Person	lore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	<b>Derivative</b>	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Class A Common				Code V				(Instr. 3 and 4)				
Stock (par value \$0.0001) (1)	11/21/2016			M	421	A	\$ 0	5,365 <u>(2)</u>	D			
Class A Common Stock (par value	11/21/2016			F	421	D	\$ 21.99	4,944	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)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	11/21/2016		M	421	(3)	<u>(3)</u>	Class A Common Stock (par value \$0.0001)	421	\$ 0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
McCarty Dana C/O MAXLINEAR, INC.			Vice				
5966 LA PLACE COURT, SUITE 100			President,				
CARLSBAD, CA 92008			Global Sales				

### **Signatures**

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

\*\*Signature of Reporting Person

## **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 a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (2) Includes 1,136 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 15, 2016.

Reporting Owners 2

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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 17,934 RSUs subject to the award will vest on August 20, 2016 and one-sixteenth (1/16th) of the RSUs subject to the award will vest on each November 20, February 20, May 20, and August 20 thereafter, such that the award will be fully vested on May 20, 2020.

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.