MAXLINEAR INC Form SC 13G February 11, 2011

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No)*
MaxLinear, Inc.
(Name of Issuer)
Class A Common Stock
(Title of Class of Securities)
57776J100
(CUSIP Number)
December 31, 2010
(Date of Event Which Requires Filing of this Statement)

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

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No: 57776J100 Page 2 of 17

NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Battery Ventures VII, L.P. ("BV7")

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

(a) o (b) x

- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

2,255,106 shares 1, except that Battery Partners VII, LLC ("BPVII LLC"), the general partner of BV7, may be deemed to have sole power to vote these shares; Richard D. Frisbie ("Frisbie"), a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Thomas J. Crotty ("Crotty"), a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Kenneth P. Lawler ("Lawler") a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Morgan M. Jones ("Jones"), a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Scott R. Tobin ("Tobin"), a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; and R. David Tabors ("Tabors"), a managing member of BPVII LLC, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6

7

SHARED VOTING POWER

See response to row 5

SOLE DISPOSITIVE POWER

2,255,106 shares 1, except that BPVII LLC, the general partner of BV7, may be deemed to have sole dispositive power with respect to these shares; Frisbie, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Crotty, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Lawler a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Jones, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Tobin, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; and Tabors, a managing member of BPVII LLC, may be deemed to have

shared dispositive power with respect to these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
2,255,106

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
14.44%

12 TYPE OF REPORTING PERSON*

1 Represents 2,255,106 shares of Class B Common Stock held directly by BV7. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

PN

CUSIP No: 57776J100 Page 3 of 17

1 NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Battery Partners VII, LLC

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

> (a) o (b) x

SEC USE ONLY 3

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

2,298,313 shares, of which 2,255,1061 are directly owned by BV7 and 43,2072 are directly owned by BIP7, except that Frisbie, a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Crotty, a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Lawler, a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Jones, a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; Tobin, a managing member of BPVII LLC, may be deemed to have shared power to vote these shares; and Tabors, a managing member of BPVII LLC, may be deemed to have shared power to vote these shares.

6

7

SHARED VOTING POWER

See response to row 5

SOLE DISPOSITIVE POWER

2,298,313 shares, of which 2,255,1061 are directly owned by BV7 and 43,2072 are directly owned by BIP7, except that Frisbie, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Crotty, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Lawler, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Jones, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; Tobin, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares; and Tabors, a managing member of BPVII LLC, may be deemed to have shared dispositive power with respect to these shares.

SHARED DISPOSITIVE POWER

See response to row 7

NUMBER OF **SHARES BENEFICIALLY** OWNED BY EACH REPORTING **PERSON** WITH

8

REPORTING PERSON 2,298,313 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	
10 CILCIEDON IIIL NOOKEONIE MWOONI IN NOW ())	
EXCLUDES CERTAIN SHARES*	
0	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW	9
14.72%	
12 TYPE OF REPORTING PERSON*	
00	

² Represents 43,207 shares of Class B Common Stock held directly by BIP7. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	SS OR I.R.S. IDEN' Battery Investment l	TIFICATION NO. C	OF ABOVE PERSON (BIP7")
2	CHECK THE APPR	OPRIATE BOX IF	A MEMBER OF A GROUP*
	(a) o (b)	X	
3	SEC USE ONLY		
4	CITIZENSHIP OR I Delaware	PLACE OF ORGAN	NIZATION
		5	SOLE VOTING POWER
			43,207 shares2, except that (i) BPVII LLC, the managing member of BIP7, may be deemed to have sole power to vote these shares, and (ii) each of Frisbie, Crotty, Lawler,
			Jones, Tabor and Tobin, each of whom is a managing
	NUMBER OF		member of BPVII LLC, may be deemed to have shared
	SHARES		power to vote these shares.
	BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY EACH		See response to row 5
	REPORTING		•
	PERSON	7	SOLE DISPOSITIVE POWER
	WITH		43,207 shares2, except that (i) BPVII LLC, the managing
			member of BIP7, may be deemed to have sole power to
			vote these shares, and (ii) each of Frisbie, Crotty, Lawler
			Jones, Tabor and Tobin, each of whom is a managing
			member of BPVII LLC, may be deemed to have shared
			power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			See response to row 7
9	AGGREGATE AM	OUNT BENEFICIA	LLY OWNED BY EACH
	REPORTING PERS		
	43,207		
10	· ·	HE AGGREGATE A	AMOUNT IN ROW (9)
10	EXCLUDES CERT		
	0	in (Sin intes	
11		SS REPRESENTED	D BY AMOUNT IN ROW 9
12	TYPE OF REPORT OO	ING PERSON*	

CUSIP No: 57776J100 Page 5 of 17

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Richard D. Frisbie			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
2	(a) o (b) x SEC USE ONLY			
3		I ACE OF ODC ANIZA	TION	
4		LACE OF ORGANIZA	HON	
	USA	-	GOVE MORPHO DOWER	
		5	SOLE VOTING POWER	
			2,298,313 shares, of which 2,255,106 <u>1</u> are directly owned	
			by BV7 and 43,2072 are directly owned by BIP7. Frisbie	
			is a managing member of BPVII LLC, which is (i) the	
			general partner of BV7 and (ii) the managing member of	
	NUMBER OF		BIP7, and may be deemed to have shared power to vote	
	SHARES		these shares.	
	BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY EACH		See response to row 5	
	REPORTING		COLE DISPOSITATE DONIED	
	PERSON	7	SOLE DISPOSITIVE POWER	
	WITH		2,298,313 shares, of which 2,255,106 <u>1</u> are directly owned	
			by BV7 and 43,2072 are directly owned by BIP7. Frisbie	
			is a managing member of BPVII LLC, which is (i) the	
			general partner of BV7 and (ii) the managing member of	
			BIP7, and may be deemed to have shared dispositive	
		0	power with respect to these shares.	
		8	SHARED DISPOSITIVE POWER	
0	ACCDECATE AMO		See response to row 7	
9		OUNT BENEFICIALLY	OWNED BY EACH	
	REPORTING PERSO	JN		
10	2,298,313		LINTE IN DOWN (0)	
10	EXCLUDES CERTA	E AGGREGATE AMO	UNT IN ROW (9)	
		MIN SHAKES"		
11	0 DEDCENT OF CLAS	SS REPRESENTED BY	AMOUNT IN DOW 0	
11	14.72%	SS REPRESENTED BY	AMOUNT IN ROW 9	
10		NC DEDCON*		
12	TYPE OF REPORTI	NO PERSON"		
	IN			

CUSIP No: 57776J100 Page 6 of 17

1	NAME OF REPORT		
		ΓΙΓΙCATION NO. (OF ABOVE PERSON
	Thomas J. Crotty		
2	CHECK THE APPR	OPRIATE BOX IF	F A MEMBER OF A ROUP*
	(a) o (b) :	X	
3	SEC USE ONLY		
4	CITIZENSHIP OR I	PLACE OF ORGA	NIZATION
	USA		
		5	SOLE VOTING POWER
			2,298,313 shares, of which 2,255,1061 are directly owned
			by BV7 and 43,2072 are directly owned by BIP7. Crotty
			is a managing member of BPVII LLC, which is (i) the
			general partner of BV7 and (ii) the managing member of
	NUMBER OF		BIP7, and may be deemed to have shared power to vote
	SHARES		these shares.
	BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY EACH		See response to row 5
	REPORTING		
	PERSON	7	SOLE DISPOSITIVE POWER
	WITH		2,298,313 shares, of which 2,255,1061 are directly owned
			by BV7 and 43,2072 are directly owned by BIP7. Crotty
			is a managing member of BPVII LLC, which is (i) the
			general partner of BV7 and (ii) the managing member of
			BIP7, and may be deemed to have shared dispositive
			power with respect to these shares.
		8	SHARED DISPOSITIVE POWER
			See response to row 7
9			ALLY OWNED BY EACH
	REPORTING PERS	ON	
	2,298,313		
10			AMOUNT IN ROW (9)
	EXCLUDES CERTA	AIN SHARES*	
	0		D DV. (1.404) THE DOWN
11		SS REPRESENTE	D BY AMOUNT IN ROW 9
10	14.72%	NIG PERGON!	
12	TYPE OF REPORT	ING PERSON*	
	IN		

CUSIP No: 57776J100 Page 7 of 17

1		TING TIFICATION NO. OF AI	BOVE PERSON
_	Kenneth P. Lawler		
2		ROPRIATE BOX IF A M	EMBER OF A GROUP*
	(a) o (b)	X	
3	SEC USE ONLY	D GE OF OR G	TVO V
4		PLACE OF ORGANIZA	TION
	USA	5	SOLE VOTING POWER
		J	
			2,298,313 shares, of which 2,255,106 <u>1</u> are directly owned
			by BV7 and 43,2072 are directly owned by BIP7. Lawler
			is a managing member of BPVII LLC, which is (i) the
	NUMBER OF		general partner of BV7 and (ii) the managing member of
	NUMBER OF		BIP7, and may be deemed to have shared power to vote
	SHARES		these shares.
	BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY EACH		See response to row 5
	REPORTING	7	COLE DISPOSITIVE DOMED
	PERSON	7	SOLE DISPOSITIVE POWER
	WITH		2,298,313 shares, of which 2,255,106 <u>1</u> are directly owned
			by BV7 and 43,2072 are directly owned by BIP7. Lawler
			is a managing member of BPVII LLC, which is (i) the
			general partner of BV7 and (ii) the managing member of
			BIP7, and may be deemed to have shared dispositive
		0	power with respect to these shares.
		8	SHARED DISPOSITIVE POWER
0	A CODEC ATE A M		See response to row 7
9	REPORTING PERS	OUNT BENEFICIALLY	OWNED BY EACH
		OUN	
10	2,298,313	IE ACCDECATE AMOI	LINE IN DOM (0)
10		HE AGGREGATE AMO	UNT IN ROW (9)
	EXCLUDES CERT	AIN SHAKES*	
11	O DED CENT OF CLA	CC DEDDECENTED DV	AMOUNT IN DOW 0
11		SS REPRESENTED BY	AIMOUNT IN KOW 9
12	14.72% TYPE OF REPORT	INC DEDCOM*	
12	IN IN	ING PERSON"	
	11N		

CUSIP No: 57776J100 Page 8 of 17

1	NAME OF REPOR		A DOVE DED SON	
	SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan M. Jones			
2	•	ODDIATE BOY IE A	MEMBER OF A GROUP*	
2	(a) o (b)		WIEWIDER OF A GROUP	
2	SEC USE ONLY	λ		
3 4		PLACE OF ORGANIZ	ATION	
4	USA	PLACE OF ORGANIZ	ATION	
		5	SOLE VOTING POWER	
			2,298,313 shares, of which 2,255,1061 are directly owned	
			by BV7 and 43,2072 are directly owned by BIP7. Jones is	
			a managing member of BPVII LLC, which is (i) the	
			general partner of BV7 and (ii) the managing member of	
	NUMBER OF		BIP7, and may be deemed to have shared power to vote	
	SHARES		these shares.	
	BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY EACH		See response to row 5	
	REPORTING		1	
	PERSON	7	SOLE DISPOSITIVE POWER	
	WITH		2,298,313 shares, of which 2,255,1061 are directly owned	
			by BV7 and 43,2072 are directly owned by BIP7. Jones is	
			a managing member of BPVII LLC, which is (i) the	
			general partner of BV7 and (ii) the managing member of	
			BIP7, and may be deemed to have shared dispositive	
			power with respect to these shares.	
		8	SHARED DISPOSITIVE POWER	
			See response to row 7	
9	AGGREGATE AM	OUNT BENEFICIALL	Y OWNED BY EACH	
	REPORTING PERS	SON		
	2,298,313			
10	CHECK BOX IF THE	HE AGGREGATE AM	OUNT IN ROW (9)	
	EXCLUDES CERT		•	
	0			
11	PERCENT OF CLA	ASS REPRESENTED B	SY AMOUNT IN ROW 9	
	14.72%			
12	TYPE OF REPORT	'ING PERSON*		
	IN			

CUSIP No: 57776J100 Page 9 of 17

1		TING TIFICATION NO. OF AE	SOVE PERSON
	Scott R. Tobin		EMPER OF A GROVEN
2		OPRIATE BOX IF A MI	EMBER OF A GROUP*
	(a) o (b)	X	
3	SEC USE ONLY	×	TO V
4	CITIZENSHIP OR F USA	PLACE OF ORGANIZAT	TION
		5	SOLE VOTING POWER
			2,298,313 shares, of which 2,255,1061 are directly owned
			by BV7 and 43,2072 are directly owned by BIP7. Tobin
			is a managing member of BPVII LLC, which is (i) the
			general partner of BV7 and (ii) the managing member of
	NUMBER OF		BIP7, and may be deemed to have shared power to vote
	SHARES		these shares.
	BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY EACH	O	See response to row 5
	REPORTING		see response to low s
	PERSON	7	SOLE DISPOSITIVE POWER
	WITH	,	2,298,313 shares, of which 2,255,106 <u>1</u> are directly owned
	W1111		by BV7 and 43,2072 are directly owned by BIP7. Tobin
			is a managing member of BPVII LLC, which is (i) the
			general partner of BV7 and (ii) the managing member of
			BIP7, and may be deemed to have shared dispositive
			power with respect to these shares.
		8	SHARED DISPOSITIVE POWER
		O	See response to row 7
9	ACCDECATE AMO	OUNT BENEFICIALLY	•
9	REPORTING PERS		OWNED BT EACH
	2,298,313	ON	
10		IE AGGREGATE AMOU	INT IN DOW (0)
10	EXCLUDES CERTA		JNI IN KOW (9)
	0	AIN SHAKES	
11		SS REPRESENTED BY	AMOUNT IN DOW 0
11	14.72%	OO KEFKEOENTED DI	ANIOUNT IN KOW 7
12	TYPE OF REPORT	ING DEDSON*	
14	IN	INO LEIVOON.	
	111		

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1		NAME OF REPORTING			
	SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
_	R. David Tabors				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) o (b)	X			
3	SEC USE ONLY				
4		PLACE OF ORGANI	IZATION		
	USA	_			
		5	SOLE VOTING POWER		
			2,298,313 shares, of which 2,255,106 <u>1</u> are directly owned		
			by BV7 and 43,2072 are directly owned by BIP7. Tabors		
			is a managing member of BPVII LLC, which is (i) the		
	NUMBER OF		general partner of BV7 and (ii) the managing member of		
	NUMBER OF		BIP7, and may be deemed to have shared power to vote these shares.		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER		
	OWNED BY EACH	O			
	REPORTING		See response to row 5		
	PERSON	7	SOLE DISPOSITIVE POWER		
	WITH	,	2,298,313 shares, of which 2,255,1061 are directly owned		
	VV 1111		by BV7 and 43,2072 are directly owned by BIP7. Tabors		
			is a managing member of BPVII LLC, which is (i) the		
			general partner of BV7 and (ii) the managing member of		
			BIP7, and may be deemed to have shared dispositive		
			power with respect to these shares.		
		8	SHARED DISPOSITIVE POWER		
		-	See response to row 7		
9	AGGREGATE AMO	OUNT BENEFICIAL	LY OWNED BY EACH		
	REPORTING PERS				
	2,298,313				
10	CHECK BOX IF TH	IE AGGREGATE AI	MOUNT IN ROW (9)		
	EXCLUDES CERT.	AIN SHARES*			
	0				
11		SS REPRESENTED	BY AMOUNT IN ROW 9		
	14.72%				
12	TYPE OF REPORT	ING PERSON*			
	IN				

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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 PERSONS FILING

Battery Ventures VII, L.P. ("BV7"), Battery Partners VII, LLC ("BPVII LLC"), Battery Investment Partners VII, LLC ("BIP7"), Richard D. Frisbie ("Frisbie"), Thomas J. Crotty ("Crotty"), Kenneth P. Lawler ("Lawler"), Morgan M. Jones ("Jones"), Scott R. Tobin ("Tobin"), and R. David Tabors ("Tabors"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Frisbie, Crotty, Lawler, Jones, Tobin, and Tabors are the sole managing members of BPVII LLC, the sole general partner of BV7. BIP7 invests alongside BV7 in all investments made by BV7. BPVII LLC is the sole managing member of BIP7.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Battery Ventures 930 Winter Street, Suite 2500 Waltham, MA 02451

ITEM 2(C). CITIZENSHIP

Frisbie, Crotty, Lawler, Jones, Tobin, and Tabors are United States citizens. BV7 is a limited partnership organized under the laws of the State of Delaware. BPVII LLC and BIP7 are limited liability companies organized under the laws of the State of Delaware.

ITEM 2(D). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock, \$0.0001 par value per share. The Reporting Persons beneficially own shares of Class B Common Stock, \$0.0001 par value per share. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder thereof.

ITEM 2(E). CUSIP NUMBER

57776J100

ITEM 3. Not Applicable

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ITEM 4. OWNERSHIP

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons is based upon 13,316,099 shares of Class A Common Stock outstanding as of February 8, 2011, as reported in the Issuer's Annual Report on Form 10-K for the period ended December 31, 2010, plus the aggregate number of shares of Class B Common Stock beneficially owned by the Reporting Persons.

The following information with respect to the ownership of the ordinary shares of the issuer by the Reporting Persons filing this Statement is provided as of December 31, 2010:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreement of BV7 and the limited liability company agreement of BIP7, the general and limited partners and managing member and members of each such entity, respectively, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, respectively.

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ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE 7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

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 11, 2011

BATTERY VENTURES VII, L.P.

By: Battery Partners VII, LLC

By:

Managing Member

BATTERY PARTNERS VII, LLC

By:

Managing Member

BATTERY INVESTMENT PARTNERS VII, LLC

By: *

Managing Member

RICHARD D. FRISBIE

By: *

Richard D. Frisbie

THOMAS J. CROTTY

By: *

Thomas J. Crotty

KENNETH P. LAWLER

By:

Kenneth P. Lawler

MORGAN M. JONES

By:

Morgan M. Jones

CUSIP No: 57776J100	Page 15 of 17		
	SCOTT R. TOBIN		
	Ву:	* Scott R. Tobin	
	R. DAVID TABO	PRS	
	By:	* R. David Tabors	
*By: /s/ Christopher Schiavo Name: Christopher Schiavo Attorney-in-Fact			
This Schedule 13G was executed pursuant to a Attorney are already on file with the appropria		Note that copies of the applicable Powers of	

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EXHIBIT I

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required on Schedule 13G need be filed with respect to ownership by each of the undersigned of shares of Common Stock of MaxLinear, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: February 11, 2011

BATTERY VENTURES VII, L.P.

By: Battery Partners VII, LLC

By: *

Managing Member

BATTERY PARTNERS VII, LLC

By: *

Managing Member

BATTERY INVESTMENT PARTNERS VII, LLC

By: *

Managing Member

RICHARD D. FRISBIE

By: *

Richard D. Frisbie

THOMAS J. CROTTY

By:

Thomas J. Crotty

KENNETH P. LAWLER

By:

Kenneth P. Lawler

MORGAN M. JONES

By:

Morgan M. Jones

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	SCOTT R. TOBIN		
	Ву:	* Scott R. Tobin	
	R. DAVID TABO	PRS	
	Ву:	* R. David Tabors	
*By: /s/ Christopher Schiavo Name: Christopher Schiavo Attorney-in-Fact			
This Schedule 13G was executed pursuant to a Attorney are already on file with the appropria		Note that copies of the applicable Powers of	