

GAYNOR MITCHELL  
 Form 4  
 March 15, 2019

**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 \*  
 GAYNOR MITCHELL

2. Issuer Name and Ticker or Trading Symbol  
 MARVELL TECHNOLOGY GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5488 MARVELL LANE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/13/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Legal Officer

SANTA CLARA, CA 95054  
 (City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                               | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title         | An or Nu of |
|--|------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|-----------------|---------------|-------------|
| Performance Based Restricted Stock Units | \$ 0                         | 03/13/2019       | A          | 27,529 <sup>(1)</sup>                                   |      |   |     |     | 06/15/2019 <sup>(2)</sup> | 06/15/2019      | Common Shares | 27          |
| Performance Based Restricted Stock Units | \$ 0                         | 03/13/2019       | A          | 38,503 <sup>(3)</sup>                                   |      |   |     |     | 04/15/2020 <sup>(4)</sup> | 04/15/2020      | Common Shares | 38          |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| GAYNOR MITCHELL<br>5488 MARVELL LANE<br>SANTA CLARA, CA 95054 |               |           | EVP, Chief Legal Officer |       |

## Signatures

Mitchell Gaynor by Blair Walters as Attorney-in-Fact  
 Date: 03/15/2019

\_\_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).

Reflects the number of shares earned in respect of performance based restricted stock units originally granted on August 11, 2016. The

(1) Compensation Committee of the Board of Directors certified the achievement levels of the relative TSR performance metrics applicable to the award and the number of shares earned based on such results on March 13, 2019.

(2) These performance based restricted stock units vest on June 15, 2019.

Reflects the number of shares earned in respect of performance based restricted stock units originally granted on April 15, 2017. The

(3) Compensation Committee of the Board of Directors certified the achievement levels of the operational performance metrics applicable to the award and the number of shares earned based on such results on March 13, 2019.

(4) These performance based restricted stock units vest on April 15, 2020.

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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