

MAXLINEAR INC  
Form 3/A  
May 11, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Tewksbury Ted L III                     |         | (Month/Day/Year)  | MAXLINEAR INC [MXL]                                |  |
| (Last)                                    | (First) | (Middle)  | 04/30/2015   |  |
| 5966 LA PLACE COURT,                      |         | 4. Relationship of Reporting Person(s) to Issuer                                |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| SUITE 100                                 |         | (Check all applicable)  |  | 05/04/2015   |
| (Street)                                  |         | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| CARLSBAD,Â CAÂ 92008                      |         | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State) | (Zip)   | (specify below)                                    |  |
|   |         |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |

(Instr. 5)

|                             |                           |                  |   |        |                     |   |   |
|-----------------------------|---------------------------|------------------|---|--------|---------------------|---|---|
| Stock Option (right to buy) | 05/08/2015 <sup>(3)</sup> | 11/20/2024       | Class A<br>Common<br>Stock (par<br>value<br>\$0.0001) | 35,822 | \$ 7.57             | D | Â |
| Restricted Stock Units      | 05/08/2015 <sup>(3)</sup> | Â <sup>(1)</sup> | Class A<br>Common<br>Stock (par<br>value<br>\$0.0001) | 5,722  | \$ 0 <sup>(2)</sup> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Tewksbury Ted L III<br>5966 LA PLACE COURT, SUITE 100<br>CARLSBAD, CA 92008 | Â X           | Â         | Â       | Â     |

## Signatures

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

05/11/2015

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units became fully vested and exercisable on April 30, 2015. There is no expiration date.
  - (2) Each restricted stock unit represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
  - (3) This Form 3/A is filed to amend the Form 3 filed May 4, 2015 to correct the date exercisable for this stock option (right to buy) and the restricted stock units.

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.