

MARVELL TECHNOLOGY GROUP LTD
Form POS AM
July 28, 2014

As filed with the Securities and Exchange Commission on July 28, 2014

Registration No. 333-129834

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

77-0481679
(I.R.S. Employer
Identification No.)

Canon s Court

22 Victoria Street

Hamilton HM 12

Bermuda

(441) 296-6395

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Tom Savage

Vice President, Global Legal Affairs and Governmental Policy

Marvell Semiconductor, Inc.

5488 Marvell Lane

Santa Clara, California 95054

(408) 222-2500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 to Form S-3 relates to the Registration Statement on Form S-3 (File No. 333-129834) initially filed with the Securities and Exchange Commission (the Commission) on November 18, 2005 (the Registration Statement) by Marvell Technology Group Ltd., a Bermuda corporation (the Company). The Registration Statement registered the sale of up to 980,499 shares of common stock of the Company.

The shares number in the preceding paragraph reflect the shares as registered and has not been adjusted for subsequent stock splits.

Pursuant to the terms of the Registration Rights Agreement between the Company and the selling shareholder, the Company's obligations to maintain the effectiveness of the Registration Statement under the Registration Rights Agreement has expired. As such, in accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the securities registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on July 28, 2014.

MARVELL TECHNOLOGY GROUP LTD.

By */s/ Dr. Sehat Sutardja*
 Dr. Sehat Sutardja
 Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. Sehat Sutardja and Michael Rashkin and each of them, acting individually, as his attorney-in-fact, with full power of substitution, for him and in any and all capacities, to sign any and all amendments to this registration statement (including any post-effective amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<i>/s/ Dr. Sehat Sutardja</i>	Chairman of the Board	July 28, 2014
Dr. Sehat Sutardja	and Chief Executive Officer <i>(Principal Executive Officer)</i>	
<i>/s/ Michael Rashkin</i>	Chief Financial Officer	July 28, 2014
Michael Rashkin	<i>(Principal Financial and Accounting Officer)</i>	
<i>/s/ Dr. Juergen Gromer</i>	Director	July 28, 2014
Dr. Juergen Gromer		
<i>/s/ Dr. John G. Kassakian</i>	Director	July 28, 2014
Dr. John G. Kassakian		
<i>/s/ Arturo Krueger</i>	Director	July 28, 2014

Arturo Krueger

/s/ Dr. Randhir Thakur

Director

July 28, 2014

Dr. Randhir Thakur