

MAXLINEAR INC  
Form 4  
March 30, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
**SCHROCK DONALD E**

(Last) (First) (Middle)

C/O MAXLINEAR, INC., 5966 LA  
PLACE COURT, SUITE 100

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MAXLINEAR INC [MXL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/29/2017**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	03/29/2017		C(1)	66,252	D	\$ 0	0	D
Common Stock	03/29/2017		C(1)	66,252	A	\$ 0	66,252	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)

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**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(2)	03/29/2017		J(3)			6,217	(4)	(4)	Class A Common Stock	6
Restricted Stock Units	(5)	03/29/2017		J(3)		6,217		(4)	(4)	Common Stock	6
Stock Option (Right to Buy)	\$ 7.4478	03/29/2017		J(6)			34,575	(7)	10/26/2019(8)	Class B Common Stock	3
Stock Option (Right to Buy)	\$ 7.4478	03/29/2017		J(6)		34,575		(7)	10/26/2019(8)	Common Stock	3
Stock Option (Right to Buy)	\$ 14	03/29/2017		J(6)			10,857	(9)	03/23/2020	Class A Common Stock	1
Stock Option (Right to Buy)	\$ 14	03/29/2017		J(6)		10,857		(9)	03/23/2020	Common Stock	1
Stock Option (Right to Buy)	\$ 9.1	03/29/2017		J(6)			21,149	(10)	05/06/2018	Class A Common Stock	2
Stock Option (Right to Buy)	\$ 9.1	03/29/2017		J(6)		21,149		(10)	05/06/2018	Common Stock	2

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SCHROCK DONALD E  
C/O MAXLINEAR, INC. X  
5966 LA PLACE COURT, SUITE 100  
CARLSBAD, CA 92008

Signatures

/s/ Adam Spice, as  
Attorney-in-Fact 03/30/2017

\*\*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).
- (1) On March 29, 2017, each share of the Issuer's outstanding Class A Common Stock and Class B Common Stock automatically converted into one share of outstanding Common Stock pursuant to the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock. In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the
- (3) Issuer's 2010 Equity Incentive Plan remain unchanged, except that they now represent a contingent right to receive one share of the Issuer's Common Stock. Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such date, one hundred
- (4) percent (100%) of the RSUs subject to the award will vest on the earlier to occur of May 1, 2017 or the date immediately preceding the 2017 annual meeting of stockholders.
- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. In connection with the conversion described in footnote (1), outstanding options denominated by Class A Common Stock issued under
- (6) the Issuer's 2010 Equity Incentive Plan or denominated by Class B Common Stock issued under the Issuer's 2004 Stock Plan remain unchanged, except that they now represent a right to receive one share of the Issuer's Common Stock. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable
- (7) vesting date, twenty five percent (25%) of the shares subject to the option vested and became exercisable on October 27, 2010, and 2.08% of the shares vested and became exercisable at the end of each monthly period thereafter.
- (8) An incorrect expiration date of October 27, 2019 was reported in the Form 4 filed on March 30, 2010. The correct expiration date is October 26, 2019. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through such
- (9) applicable vesting date, one hundred percent (100%) of the shares subject to the option vested and became exercisable on March 23, 2011. Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such applicable vesting
- (10) date, one hundred percent (100%) of the shares subject to the option vested and became exercisable on the day prior to the 2012 annual meeting of stockholders.

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.