

MARVELL TECHNOLOGY GROUP LTD

Form 8-K

May 20, 2004

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UNITED STATES

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

**May 20, 2004
Date of report**

(Date of earliest event reported)

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

**Bermuda
(State or other jurisdiction of
incorporation or organization)**

**0-30877
(Commission File
Number)**

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

**Canon s Court
22 Victoria Street
Hamilton HM 12
Bermuda
(Address of principal executive
offices)**

(Zip Code)

Registrant s telephone number, including area code: (441) 296-6395

N/A

(Former name and former address, if changed since last report)

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Item 7. Financial Statements and Exhibits

Item 12. Results of Operations and Financial Condition

SIGNATURE

EXHIBIT INDEX

EXHIBIT 99.1

Table of Contents**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|-----------------------------------|
| 99.1 | Press Release dated May 20, 2004. |

Item 12. Results of Operations and Financial Condition.

The information in this Current Report is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 20, 2004, Marvell Technology Group, Ltd. (Marvell) issued a press release regarding its financial results for its first fiscal quarter ended May 1, 2004. The full text of Marvell's press release is furnished herewith as Exhibit 99.1.

The following non-GAAP financial measures are included in the press release: pro forma net income (loss) and basic and diluted net income (loss) per share. These non-GAAP measures exclude the effects of acquisition-related expenses, amortization of stock-based compensation and charges related to facilities consolidation. A reconciliation to the most directly comparable GAAP measure is included in the financial statements portion of the press release.

Marvell's management believes the non-GAAP information is useful because it can enhance the understanding of the company's ongoing economic performance and Marvell therefore uses pro forma reporting internally to evaluate and manage the company's operations. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how the company analyzes its operating results.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 20, 2004.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ George A. Hervey

George A. Hervey
Vice President of Finance and
Chief Financial Officer

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EXHIBIT INDEX

| Exhibit No. | Document |
|--------------------|------------------------------------|
| Exhibit 99.1 | Press Release issued May 20, 2004. |