

Ali Syed  
Form 4  
July 10, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ali Syed

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)

C/O 5488 MARVELL LANE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/06/2018

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common<br>shares                      | 07/06/2018                              |   | A                                    | 2,143,416<br>(1)  | A (1) 2,143,416  | D   |  |
| Common<br>shares                      | 07/06/2018                              |   | A                                    | 558,855<br>(2)  | A (2) 2,702,271  | D   |  |
| Common<br>shares                      | 07/06/2018                              |   | A                                    | 1,744,002<br>(3)  | A (3) 4,446,273  | D   |  |

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

**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**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                            |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|------------------|----------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title            | Amount<br>Number<br>Shares |
| Restricted<br>stock units<br>(4)                    | (4)  | 07/06/2018                              |   | A                                    |   | 9,975  |     | (5)   | (5)                | Common<br>shares | 9,975                      |
| Stock<br>Options<br>(right to<br>buy)               | \$ 8.86  | 07/06/2018                              |   | A                                    |   | 504,242  |     | 07/06/2018  | 02/24/2019         | Common<br>shares | 504,242                    |
| Stock<br>option<br>(right to<br>buy)                | \$ 9.33  | 07/06/2018                              |   | A                                    |   | 403,394  |     | 07/06/2018  | 03/22/2020         | Common<br>shares | 403,394                    |
| Stock<br>option<br>(right to<br>buy)                | \$ 9.38  | 07/06/2018                              |   | A                                    |   | 322,715  |     | 07/06/2018  | 02/07/2021         | Common<br>shares | 322,715                    |
| Stock<br>option<br>(right to<br>buy)                | \$ 15.58   | 07/06/2018                              |   | A                                    |   | 130,966  |     | 07/06/2018  | 02/16/2022         | Common<br>shares | 130,966                    |
| Stock<br>option<br>(right to<br>buy)                | \$ 12.12   | 07/06/2018                              |   | A                                    |   | 224,315  |     | 07/06/2018  | 02/11/2023         | Common<br>shares | 224,315                    |
| Stock<br>options<br>(right to<br>buy)               | \$ 16.31   | 07/06/2018                              |   | A                                    |   | 178,941  |     | 07/06/2018  | 02/10/2027         | Common<br>shares | 178,941                    |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Ali Syed  
C/O 5488 MARVELL LANE X  
SANTA CLARA, CA 95054

## Signatures

Syed Ali by Mary Ahern as attorney  
in fact

07/10/2018

\_\_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).

Received in exchange for 985,162 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.  
(1) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

Received in exchange for 265,876 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.  
(2) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

Received in exchange for 801,582 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc.  
(3) into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.

(4) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.

(5) Vests 100% of shares on the earlier of the next annual general meeting of Marvell or June 28, 2019, the one year anniversary of the restricted stock unit grant.

(6) Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. common stock.

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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