

MARVELL TECHNOLOGY GROUP LTD  
Form NT 10-K  
March 31, 2016

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):    ☒ Form 10-K    ☐ Form 20-F    ☐ Form 11-K    ☐ Form 10-Q

☐ Form N-SAR    ☐ Form N-CSR

For Period Ended:    January 30, 2016

☐ Transition Report on Form 10-K

- .. Transition Report on Form 20-F
- .. Transition Report on Form 11-K
- .. Transition Report on Form 10-Q
- .. Transition Report on N-SAR

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

## **PART I REGISTRANT INFORMATION**

**Marvell Technology Group Ltd.**

**Full Name of Registrant**

**N/A**

**Former Name if Applicable**

**Canon's Court, 22 Victoria Street**

**Address of Principal Executive Office (*Street and Number*)**

**Hamilton HM 12, Bermuda**

**City, State and Zip Code**

## PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## PART III NARRATIVE

SEC 13344 (04-09)

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State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attach extra sheets if needed)

Marvell Technology Group Ltd. ( Marvell or the Company ) has determined that it is unable to file its Annual Report on Form 10-K for the fiscal year ended January 30, 2016 (the Annual Report ) within the prescribed time period without unreasonable effort or expense for the reasons described below.

In October of 2015, PricewaterhouseCoopers LLP resigned as the Company's independent public accounting firm. On February 22, 2016, the Audit Committee approved the engagement of Deloitte & Touche LLP as the Company's new independent public accounting firm. For further information on these matters, see the Company's Current Reports on Form 8-K dated October 20, 2015, December 7, 2015, February 22, 2016 and March 1, 2016 (the Forms 8-K ). As a result of these matters, including the review of the results of the Audit Committee's independent investigation of certain accounting and internal control matters as disclosed in the Current Report on Form 8-K filed on March 1, 2016, the Company has experienced a delay in the completion of its financial statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and other related components of the Annual Report. The Company is working to complete the preparation and facilitate the audit of its financial statements for the year

ended January 30, 2016 and the other portions of the Annual Report as soon as practicable.

This document contains forward-looking statements within the meaning of the federal securities laws that involve risks and uncertainties. Words such as anticipates, expects, intends, plans, believes, seeks, estimates, can, similar expressions identify such forward-looking statements. These statements are not guarantees of results and should not be considered as an indication of future activity or future performance. Actual events or results may differ materially from those described in this filing due to a number of risks and uncertainties, including, among others, those identified in the Forms 8-K. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

#### PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

**David Eichler**  
(Name)

**(408)**  
(Area Code)

**222-2500**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed ? If answer is no, identify report(s).    ☐ Yes    ☒ No

*The Company's Forms 10-Q for the periods ended August 1, 2015 and October 31, 2015 have not been filed.*

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof ?    ☒ Yes    ☐ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company expects net revenue to be significantly lower for fiscal 2016 than fiscal 2015 primarily as a result of decreased demand for its storage products and restructuring of its mobile platform business. In addition, the Company expects to incur a net loss for fiscal 2016 as a result of charges associated with the Company's settlement of its litigation with Carnegie Mellon University for an aggregate of \$750 million as well as restructuring and severance related charges for its mobile platform business of approximately \$75 million. These items were disclosed in the Company's Current Reports on Forms 8-K Filed on February 17, 2016 and September 24, 2015, respectively. The Company cannot make a quantitative estimate of the expected change in its results of operations for the period indicated because the Company needs to complete the steps necessary to complete the Company's annual financial statements.

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## **SIGNATURES**

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

**Marvell Technology Group Ltd.**

March 31, 2016

By: /s/ David Eichler  
David Eichler  
Interim Chief Financial Officer