

SEENDRIPU KISHORE

Form 4

May 21, 2013

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SEENDRIPU KISHORE

(Last) (First) (Middle)

2051 PALOMAR AIRPORT  
ROAD, SUITE 100

(Street)

CARLSBAD, CA 92011

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2013

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)

President and CEO

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<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock (par<br>value<br>\$0.0001) <sup>(1)</sup> | 05/20/2013                              |                                                             | M                                    | 12,213 A \$ 0                                                           | 75,060                                                                                                             | D                                                                    |                                         |
| Class A<br>Common<br>Stock (par<br>value<br>\$0.0001)                | 05/20/2013                              |                                                             | F                                    | 12,213 D \$<br>6.78                                                     | 62,847                                                                                                             | D                                                                    |                                         |
| Class A<br>Common                                                    |                                         |                                                             |                                      |                                                                         | 41,437                                                                                                             | I                                                                    | See<br>footnote <sup>(2)</sup>          |

Stock (par  
value  
\$0.0001)

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

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SEC 1474  
(9-02)

**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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 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) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 05/20/2013                              |                                                             | M                                    | 2,818                                                                                                           | <u>(3)</u> 05/20/2015                                          | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001)               | 2,818                                     |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 05/20/2013                              |                                                             | M                                    | 9,395                                                                                                           | <u>(4)</u> 05/20/2016                                          | Class A<br>Common<br>Stock<br>(par value<br>\$0.0001)               | 9,395                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                      |       |
|-----------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer              | Other |
| SEENDRIPU KISHORE<br>2051 PALOMAR AIRPORT ROAD<br>SUITE 100<br>CARLSBAD, CA 92011 | X             | X         | President<br>and CEO |       |

## Signatures

/s/ Adam Spice, as  
Attorney-in-Fact

05/21/2013

\_\_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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.  
Shares held directly by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees. Reflects shares originally reflected as acquired on the Reporting Person's Form 4 dated September 6, 2011 but which were inadvertently omitted as outstanding holdings on the Reporting Person's Forms 4 dated May 21, 2012 and May 3, 2013.
- (2) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 30,000 RSUs subject to the award shall vest on May 20, 2012, and twenty five percent (25%) of the 30,000 RSUs subject to the award vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2015.
- (3) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 100,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 100,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2016.
- (4)

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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