

MARVELL TECHNOLOGY GROUP LTD
Form 10-K/A
August 10, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended January 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 0-30877

Marvell Technology Group Ltd.

(Exact name of registrant as specified in its charter)

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

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

Canon s Court, 22 Victoria Street, Hamilton HM 12, Bermuda

(Address of principal executive offices)

(441) 296-6395

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

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| Title of each class | Name of each exchange on which registered |
|---|--|
| Common shares, \$0.002 par value per share | The NASDAQ Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's common shares held by non-affiliates of the registrant was approximately \$4,380 million based upon the closing price of \$12.44 per share on the NASDAQ Global Select Market on July 31, 2015 (the last business day of the registrant's most recently completed second quarter). Common shares held by each director and executive officer of the registrant, as well as shares held by each holder of more than 5% of the common shares known to the registrant (based on Schedule 13G filings), have been excluded for purposes of the foregoing calculation.

As of July 29, 2016, there were 511.2 million common shares of the registrant outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

TRADEMARKS

Marvell®, Alaska®, ARMADA®, Avanta®, Avastar®, Kirkwood®, Link Street®, Pretera®, Xelerated® and Yukon® are registered trademarks of Marvell International Ltd. and/or its affiliates. Any other trademarks or trade names mentioned are the property of their respective owners.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K/A Amendment No. 1:

1. *Financial Statements:*

See the Index to Consolidated Financial Statements on page 57 of the originally filed Annual Report on Form 10-K for the fiscal year ended January 30, 2016 as filed with the SEC on July 21, 2016.

2. *Financial Statement Schedule:*

All other schedules not listed above have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

3. *Exhibits.*

See the Index to Exhibits immediately following the signature page of this Annual Report on Form 10-K/A Amendment No. 1.

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SIGNATURES

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MARVELL TECHNOLOGY GROUP LTD.

Dated: August 10, 2016

By: */s/* DAVID P. EICHLER
David P. Eichler

Interim Chief Financial Officer

(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

| Name and Signature | Title | Date |
|------------------------------|--|-----------------|
| * | Chairman of the Board | August 10, 2016 |
| Richard S. Hill | (Interim Principal Executive Officer) | |
| <i>/s/</i> DAVID P. EICHLER | Interim Chief Financial Officer (Principal Financial and Accounting Officer) | August 10, 2016 |
| David P. Eichler | | |
| | Director | |
| Weili Dai | | |
| * | Director | August 10, 2016 |
| Peter Feld | | |
| * | Director | August 10, 2016 |
| Dr. Juergen Gromer | | |
| * | Director | August 10, 2016 |
| Dr. John G. Kassakian | | |
| * | Director | August 10, 2016 |
| Oleg Khaykin | | |
| * | Director | August 10, 2016 |
| Arturo Krueger | | |

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| | | |
|---------------------------|----------|-----------------|
| * | Director | August 10, 2016 |
| Michael Strachan | | |
| | Director | |
| Dr. Sehat Sutardja | | |
| * | Director | August 10, 2016 |
| Robert E. Switz | | |
| * | Director | August 10, 2016 |
| Dr. Randhir Thakur | | |

*/s/ by David P. Eichler as Attorney-in-Fact

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INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Memorandum of Association of Marvell Technology Group Ltd., incorporated by reference to Exhibit 3.1 of the registrant's Registration Statement on Form S-1 (file no. 333-33086) as filed on March 23, 2000 |
| 3.2 | Third Amended and Restated Bye-Laws of Marvell Technology Group Ltd., incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 13, 2010 |
| 3.3 | Memorandum of Increase of Share Capital of Marvell Technology Group Ltd., incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 6, 2006 |
| 10.1# | 1997 Directors' Stock Option Plan, incorporated by reference to Exhibit 10.2 of the registrant's Registration Statement on Form S-1 (file no. 333-33086) as filed on March 23, 2000 |
| 10.2# | Form of Notice of Stock Option Grants, Nonstatutory Stock Option Agreement, Exercise Notice and Restricted Stock Purchase Agreement for use under the 1997 Directors' Stock Option Plan, incorporated by reference to Exhibit 10.7 of the registrant's Registration Statement on Form S-8 (file no. 333-148621) as filed on January 11, 2008 |
| 10.3# | 2000 Employee Stock Purchase Plan (as amended and restated as of October 31, 2011), incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended October 29, 2011 as filed on December 2, 2011 |
| 10.4# | 2000 Employee Stock Purchase Plan Form of Subscription Agreement, incorporated by reference to Exhibit 10.4 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended February 2, 2013 as filed on March 29, 2013 |
| 10.5# | Amended and Restated 1995 Stock Option Plan, amended through April 16, 2015, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 2, 2015 |
| 10.6# | Amended and Restated 1995 Stock Option Plan Restricted Stock Agreement, incorporated by reference to Exhibit 10.20 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended January 28, 2006 as filed on April 13, 2006 |
| 10.7# | Form of Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.21 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended January 28, 2006 as filed on April 13, 2006 (for options granted prior to December 4, 2008) |
| 10.7.1# | Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on December 17, 2008 (for options granted on or after December 4, 2008) |
| 10.7.2# | Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended July 31, 2010 as filed on September 3, 2010 (for options granted on or after August 2, 2010) |
| 10.7.3# | Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with the Amended and Restated 1995 Stock Option Plan (for options granted on or after September 20, 2013), incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on September 26, 2013 |

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| Exhibit No. | Description |
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| 10.8# | Form of Restricted Stock Unit Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.34 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended January 27, 2007 as filed on July 2, 2007 (for RSUs granted prior to December 4, 2008) |
| 10.8.1# | Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on December 17, 2008 (for RSUs granted on or after December 4, 2008) |
| 10.8.2# | Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.4 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended July 31, 2010 as filed on September 3, 2010 (for RSUs granted on or after August 2, 2010) |
| 10.9# | Form of Notice of Grant of Stock Options – Performance-Based, for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K as filed on December 19, 2008 |
| 10.10# | Reformation of Stock Option Agreement dated December 27, 2006 by and between Sehat Sutardja and Marvell Technology Group Ltd., incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on January 4, 2007 |
| 10.11# | Reformation of Stock Option Agreement dated December 27, 2006 by and between Weili Dai and Marvell Technology Group Ltd., incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on January 4, 2007 |
| 10.12# | Reformation of Stock Option Agreement dated May 6, 2007 between Marvell Technology Group Ltd. and Dr. Sehat Sutardja, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on May 8, 2007 |
| 10.13# | Amendment of Stock Option Agreement dated May 6, 2007 between Marvell Technology Group Ltd. and Weili Dai, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on May 8, 2007 |
| 10.14# | Form of Performance Award Agreement and Notice of Grant of Performance Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan, incorporated by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended May 3, 2014 as filed on June 5, 2014 |
| 10.15# | Marvell Technology Group Ltd. Executive Performance Incentive Plan, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 2, 2015 |
| 10.16# | 2007 Director Stock Incentive Plan, as amended and restated effective March 11, 2014, incorporated by reference to Exhibit 10.15 of the registrant's Annual Report on Form 10-K (file no. 000-30877) for the year ended February 1, 2014 as filed on March 27, 2014 |
| 10.17.1# | Form of Stock Option Agreement for use with the 2007 Director Stock Incentive Plan – Initial Award, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on October 25, 2007 |
| 10.17.2# | Form of Stock Option Agreement for use with the 2007 Director Stock Incentive Plan – Annual Award, incorporated by reference to Exhibit 10.3 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on October 25, 2007 |

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| Exhibit No. | Description |
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| 10.17.3# | Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the 2007 Director Stock Incentive Plan, incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on July 1, 2011 |
| 10.18# | Description of Indemnification Rights for certain current and former directors, officers and employees, incorporated by reference to Exhibit 10.37 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended July 28, 2007 as filed on September 6, 2007 |
| 10.19# | Form of Indemnification Agreement with Directors and Executive Officers, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on October 10, 2008 |
| 10.20# | Indemnification Arrangement with Dr. Sehat Sutardja, incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K (file no. 000-30877) as filed on March 7, 2011 |
| 10.21# | Interim Services Agreement between the registrant and Randstad Professionals U.S., LP d/b/a Tatum dated October 15, 2015 in connection with the retention of David P. Eichler as Interim Chief Financial Officer, incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q (file no. 000-30877) for the period ended October 31, 2015 as filed on July 21, 2016 |
| 21.1 | Subsidiaries of the registrant as filed on July 21, 2016 |
| 23.1 | Consent of Independent Registered Public Accounting Firm - Deloitte & Touche LLP (filed herewith) |
| 23.2 | Consent of Independent Registered Public Accounting Firm - PricewaterhouseCoopers LLP (filed herewith) |
| 24.1 | Power of Attorney (contained in the signature page to the Annual Report as filed with the SEC on July 21, 2016) |
| 31.1 | Certification of Interim Principal Executive Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith) |
| 31.2 | Certification of Interim Chief Financial Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith) |
| 32.1~ | Certification of Interim Principal Executive Officer as required pursuant to Section 906 of the Sarbanes-Oxley Act as filed on July 21, 2016 |
| 32.2~ | Certification of Interim Chief Financial Officer as required pursuant to Section 906 of the Sarbanes-Oxley Act as filed on July 21, 2016 |
| 101.INS | XBRL Instance Document as filed on July 21, 2016 |
| 101.SCH | XBRL Taxonomy Extension Schema Document as filed on July 21, 2016 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document as filed on July 21, 2016 |
| 101.DEF | XBRL Taxonomy Extension Definition as filed on July 21, 2016 |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document as filed on July 21, 2016 |
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document as filed on July 21, 2016 |

Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.
 ~ In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany the Annual Report Form 10-K and will not be deemed filed for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.