#### Edgar Filing: MAXLINEAR INC - Form 4

MAXLINEA Form 4 August 23, 2										
								OMB AF	PROVAL	
FORM	UNITEDSI	Washington, D.C. 20549							3235-0287	
Check thi if no long subject to Section 10 Form 4 or	er						Expires:	January 31, 2005		
	6. <b>STATEME</b>	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES						Estimated a burden hou response	average Jrs per	
Form 5 obligations may continue. See Instruction 1(b). 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										
(Print or Type F	Responses)									
McCarty Dana Symbol			Issuer Name <b>and</b> Ticker or Trading ibol XLINEAR INC [MXL]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mid			-	LJ		(Check	k all applicable	)	
			ate of Earliest Transaction nth/Day/Year) 22/2016				Director 10% Owner X_ Officer (give title Other (specify below) Vice President, Global Sales			
CARLSBAI	(Street) D, CA 92008		endment, Da nth/Day/Year	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Pe	rson	
(City)	(State) (Zi	ip) Tabl	la I. Non F	Doministria	See	iting A ag	uired, Disposed of	on Donoficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or Di (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Class A Common Stock (par	08/22/2016		Code V	Amount	(D) A	Price	3,529	D		
value \$0.0001) (1)	5, <b>22,2</b> 010			121		ψŪ		2		
Class A Common Stock (par value \$0.0001)	08/22/2016		F	421	D	\$ 18.37	3,108	D		

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	08/22/2016		М	421	(2)	(2)	Class A Common Stock (par value \$0.0001)	421	\$ C

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
McCarty Dana C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			Vice President, Global Sales			
<u> </u>						

## Signatures

/s/ Adam Spice, as Attorney-in-Fact 08/23/2016

\*\*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.
- (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, one-sixteenth (1/16th) of the 17,934 RSUs subject to the award will vest on August 20, 2016 and one-sixteenth (1/16th) of the RSUs subject to the award will vest on each November 20, February 20, May 20, and August 20 thereafter, such that the

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award will be fully vested on May 20, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.