

ROOT JONATHAN D
Form 4
May 17, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRESIDIO MANAGEMENT GROUP VIII L L C

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock (\$0.0001 par value) | 05/15/2012 | | C ⁽¹⁾ | | 350,000 | A | Ⓣ | 350,000 | I | Directly owned by USVP VIII ⁽⁴⁾ |
| Class A Common Stock (\$0.0001 par value) | 05/15/2012 | | C ⁽¹⁾ | | 3,378 | A | Ⓣ | 3,378 | I | Directly owned by AFF VIII ⁽⁴⁾ |
| Class A Common Stock | 05/15/2012 | | C ⁽¹⁾ | | 3,235 | A | Ⓣ | 3,235 | I | Directly owned by |

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| | | | | | | | | | |
|---|------------|--|-------------------------|---------|---|------------|-------|-------------------------|---|
| Stock (\$0.0001 par value) | | | | | | | | EP VIII-A <u>(4)</u> | |
| Class A Common Stock (\$0.0001 par value) | 05/15/2012 | | <u>C</u> ⁽¹⁾ | 1,640 | A | <u>(1)</u> | 1,640 | I | Directly owned by EP VIII-B <u>(4)</u> |
| Class A Common Stock (\$0.0001 par value) | 05/15/2012 | | <u>J</u> ⁽²⁾ | 350,000 | D | <u>(2)</u> | 0 | I | Directly owned by USVP VIII <u>(4)</u> |
| Class A Common Stock (\$0.0001 par value) | 05/15/2012 | | <u>J</u> ⁽²⁾ | 3,378 | D | <u>(2)</u> | 0 | I | Directly owned by AFF VIII <u>(4)</u> |

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 number.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|---|--|---|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Class B Common Stock (convertible into Class A Common Stock) <u>(3)</u> | <u>(3)</u> | 05/15/2012 | | <u>C</u> ⁽³⁾ | 350,000 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock (\$0.0001 par value) | 350,000 |
| Class B Common Stock (convertible | <u>(3)</u> | 05/15/2012 | | <u>C</u> ⁽³⁾ | 3,378 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock (\$0.0001 | 3,378 |

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) At the election of the Reporting Persons, each share of Class A Common Stock, which is publicly traded stock, is issued upon conversion of one share of Class B Common Stock.
- (2) Distribution in kind from partnership without consideration to its general and limited partners.

Upon certain transfers and at the option of the holder, each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Registrant's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended.
- (3) On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock

Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Irwin Federman, Winston S. Fu, Steven M. Krausz,
- (4) David E. Liddle, Jonathan D. Root, Christopher Rust, Casey M. Tansey, and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.

Remarks:

Remark:

This report is one (1) of two (2) reports each on a separate Form 4; however, these forms are related to the same transaction be

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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