

ROOT JONATHAN D
Form 4
August 22, 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)
08/21/2012

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾	<u>(1)</u>	08/21/2012	<u>S(2)</u>			488,481	<u>(1)</u>	<u>(1)</u>	Class A Common Stock (\$0.0001 par value)	488,481
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾	<u>(1)</u>	08/21/2012	<u>S(2)</u>			4,715	<u>(1)</u>	<u>(1)</u>	Class A Common Stock (\$0.0001 par value)	4,715
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾	<u>(1)</u>	08/21/2012	<u>S(2)</u>			4,515	<u>(1)</u>	<u>(1)</u>	Class A Common Stock (\$0.0001 par value)	4,515
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾	<u>(1)</u>	08/21/2012	<u>S(2)</u>			2,289	<u>(1)</u>	<u>(1)</u>	Class A Common Stock (\$0.0001 par value)	2,289

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESIDIO MANAGEMENT GROUP VIII L L C 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
ROOT JONATHAN D 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
		X		

Rust Christopher J
 2735 SAND HILL ROAD
 MENLO PARK, CA 94025

Tansey Casey M
 2735 SAND HILL ROAD
 MENLO PARK, CA 94025

X

YOUNG PHILIP M
 2735 SAND HILL ROAD
 MENLO PARK, CA 94025

X

Signatures

Michael P. Maher - Attorney in fact for each reporting person

08/22/2012

__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) 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. 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

(2) Under separate agreement the Issuer purchased the direct owner's Class B Common Stock listed in Column 5 at the closing price of the Issuer's Class A Common Stock (\$5.59 per share) as of the transaction date.

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, 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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