

MARVELL TECHNOLOGY GROUP LTD

Form 4

September 15, 2016

**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 \*  
Feld Peter A

2. Issuer Name **and** Ticker or Trading  
Symbol  
MARVELL TECHNOLOGY  
GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2016

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

777 THIRD AVENUE, 18TH  
FLOOR

(Street)

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.002 Par Value	09/13/2016		X <sup>(9)</sup>	10,000,000	A \$ 5 12,208,183	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.002 Par Value	09/13/2016		X <sup>(9)</sup>	1,308,889	A \$ 5 1,588,369	I	By Starboard Value and Opportunity S LLC <sup>(2)</sup>

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Common Stock, \$0.002 Par Value	09/13/2016	X <sup>(9)</sup>	727,225	A	\$ 5	877,932	I	By Starboard Value and Opportunity C LP <sup>(3)</sup>
Common Stock, \$0.002 Par Value	09/14/2016	X <sup>(9)</sup>	1,287,308	A	\$ 5	13,495,491	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>
Common Stock, \$0.002 Par Value						3,246	D	
Common Stock, \$0.002 Par Value						9,310,245	I	By Starboard Leaders Juliet LLC <sup>(4)</sup>
Common Stock, \$0.002 Par Value						3,792,301	I	By Starboard Leaders Select II LP <sup>(5)</sup>
Common Stock, \$0.002 Par Value						2,883,842	I	By Starboard T Fund LP <sup>(6)</sup>
Common Stock, \$0.002 Par Value						1,772,606	I	By Managed Account of Starboard Value LP <sup>(7)</sup>

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 Derivative	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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Security	(Instr. 3, 4, and 5)						Expiration Date	Title	Amount of Shares
	Code	V	(A)	(D)	Date Exercisable				
Call Option (right to buy)	\$ 5		09/13/2016	X <sup>(9)</sup>	10,000,000	<sup>(8)</sup>	08/09/2017	Common Stock, \$0.002 Par Value	10,000,000
Put Option (obligation to buy)	\$ 5		09/13/2016	E <sup>(9)</sup>	10,000,000	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	10,000,000
Call Option (right to buy)	\$ 5		09/13/2016	X <sup>(9)</sup>	1,308,889	<sup>(8)</sup>	08/09/2017	Common Stock, \$0.002 Par Value	1,308,889
Put Option (obligation to buy)	\$ 5		09/13/2016	E <sup>(9)</sup>	1,308,889	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	1,308,889
Call Option (right to buy)	\$ 5		09/13/2016	X <sup>(9)</sup>	727,225	<sup>(8)</sup>	08/09/2017	Common Stock, \$0.002 Par Value	727,225
Put Option (obligation to buy)	\$ 5		09/13/2016	E <sup>(9)</sup>	727,225	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	727,225
Call Option (right to buy)	\$ 5		09/14/2016	X <sup>(9)</sup>	1,287,308	<sup>(8)</sup>	08/09/2017	Common Stock, \$0.002 Par Value	1,287,308
Put Option (obligation to buy)	\$ 5		09/14/2016	E <sup>(9)</sup>	1,287,308	08/09/2017	08/09/2017	Common Stock, \$0.002 Par Value	1,287,308

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feld Peter A 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017		X		

## Signatures

/s/ Peter A. Feld 09/15/2016

\*\*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).

Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard

- (1) Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and

- (2) as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (3) C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Leaders Juliet LLC ("Starboard Juliet LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (4) Juliet LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Juliet LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Leaders Select II LP ("Starboard Select II LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (5) Select II LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Select II LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard T Fund LP ("Starboard T LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard T LP, and as a

- (6) member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard T LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(7)

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Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (8) These options were exercisable at any time prior to their expiration.

On the date listed in Item 3 of Table II, each of Starboard V&O Fund, Starboard S LLC and Starboard C LP exercised those certain call

- (9) options listed in Table II. Upon exercise of such call options, those certain call options terminated along with those certain put options in accordance with their terms.

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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