

Hussain Muhammad Raghieb
Form 4
July 06, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hussain Muhammad Raghieb

(Last) (First) (Middle)

C/O CAVIUM, INC., 2315 N.
FIRST STREET

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAVIUM, INC. [CAVM]

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
Common Stock	07/06/2018 ⁽¹⁾		U	Amount 228,698 ⁽¹⁾	(A) or (D) D <u>(1)</u>	135,222	D
Common Stock	07/06/2018 ⁽¹⁾		D	36,000 ⁽¹⁾	D <u>(1)</u>	99,222	I See footnote ⁽²⁾
Common Stock	07/06/2018 ⁽¹⁾		D	83,679 ^{(3) (4)}	D <u>(4)</u>	15,543	D
Common Stock	07/06/2018 ⁽¹⁾		D	6,179 ⁽⁵⁾ ^{(6) (7)}	D <u>(6)</u> <u>(7)</u>	9,364	D
Common Stock	07/06/2018 ⁽¹⁾		D	9,364 ⁽⁵⁾ ^{(6) (7)}	D <u>(6)</u> <u>(7)</u>	0	D

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

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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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option Right to Buy	\$ 37.63	07/06/2018		D	10,000	(8)(9)	03/22/2020	Common Stock		10,000
Stock Option Right to Buy	\$ 37.83	07/06/2018		D	25,000	(8)(9)	02/07/2021	Common Stock		25,000
Stock Option Right to Buy	\$ 62.86	07/06/2018		D	12,886	(8)(9)	02/16/2022	Common Stock		12,886
Stock Option Right to Buy	\$ 48.88	07/06/2018		D	36,181	(8)(9)	02/11/2023	Common Stock		36,181
Stock Option Right to Buy	\$ 65.8	07/06/2018		D	28,762	(8)(9)	02/10/2024	Common Stock		28,762

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hussain Muhammad Raghib C/O CAVIUM, INC.	Chief Operating Officer

2315 N. FIRST STREET
SAN JOSE, CA 95131

Signatures

/s/ Muhammad Raghieb
Hussain

07/06/2018

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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of November 19, 2017 (the "Merger Agreement" and, the transaction contemplated therein, the "Merger"), by and among Cavium, Inc. (the "Company"), Marvell Technology Group Ltd. ("Marvell"), and Kauai Acquisition Corp., an indirect wholly owned subsidiary of Parent ("Merger Sub"), whereby each share of Company common stock was canceled and automatically converted into \$40.00 in cash, without interest, and 2.1757 shares of Marvell common stock (together, the "Per Share Amount"), with the fractional shares being paid in cash as provided in the Merger Agreement. The market value of the Per Share Amount is \$86.43 per share, based on the trading price of Marvell common stock as of the end of trading on July 5, 2018.

(2) Held in trusts of which the reporting person is the trustee, for the benefit of members of his immediate family.

(3) Represents shares of common stock of the Company underlying time-based restricted stock units ("RSUs").

Disposed of pursuant to the Merger Agreement, whereby at the effective time of the Merger (the "Effective Time") each outstanding and unvested RSU was assumed and converted in the Merger into that number of Marvell restricted stock units of Marvell common stock, rounded down to the nearest whole share ("Converted RSUs"), equal to the product of (x) the number of shares of Company common stock subject to such RSU and (y) the Conversion Ratio (calculated to equal 4.0339). Any Converted RSU is subject to the same terms and conditions as were applicable under such RSU prior to the Effective Time.

(5) Represents shares of common stock of the Company underlying performance-based restricted stock units ("PRSUs"). Until the Merger, the Reporting Person's right to this PRSU remained subject to the satisfaction of certain performance criteria.

Disposed of pursuant to the Merger Agreement, whereby at the Effective Time each outstanding and unvested PRSU was assumed and converted in the Merger into that number of Marvell restricted stock units of Marvell common stock, rounded down to the nearest whole share ("Converted PRSUs"), equal to the product of (x) the number of shares of Company common stock subject to such PRSU, assuming achievement of target-level performance with respect to each performance period, performance cycle or measurement cycle applicable to such PRSU and (y) the Conversion Ratio (calculated to equal 4.0339). Any Converted PRSU shall (A) vest based on the vesting date set forth in the award agreement applicable to such PRSU prior to the Effective Time, subject only to the continued service of the grantee with the Company, Marvell or any of their affiliates through the applicable vesting date, (B) not be subject to any performance based vesting terms following the Effective Time and (continued in footnote 7)

(7) (C) otherwise be subject to the same terms and conditions as were applicable under such PRSU prior to the Effective Time.

Pursuant to the Merger Agreement, each outstanding Company stock option, other than Company stock options held by non-employee directors (other than directors who will serve on Marvell's board of directors following the Merger), whether vested or unvested, was assumed and converted into an option to purchase that number of shares of Marvell common stock (rounded down to the nearest whole share) equal the product of (x) the number of shares of Company common stock for which the Company stock option was exercisable multiplied by (y) the sum of (A) 2.1757 and the quotient obtained by dividing (i) \$40.00 by (ii) the volume weighted average trading price of Marvell common stock on Nasdaq for the five (5) consecutive trading days ending on the trading day immediately preceding the closing date of the Merger (the sum, the "Conversion Ratio," (continued in footnote 9)

calculated to equal 4.0339) at an exercise price per share (rounded up to the nearest whole cent) equal to the quotient obtained by dividing (1) the per share exercise price for the Company common stock for which the Company stock option was exercisable divided by (2) the Conversion Ratio (calculated to equal 4.0339).

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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