

Kwong Connie H.
Form 4
August 29, 2018

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 *
Kwong Connie H.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PAO & Controller

(Street)
CARLSBAD, CA 92008

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 08/27/2018 | | M | 1,312 A | \$ 0 | 10,295 | D |
| Common Stock | 08/27/2018 | | F | 1,312 D | \$ 18.91 | 8,983 | D |

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

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SEC 1474 (9-02)

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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. 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (1) | 08/27/2018 | | M | 252 | (2) (2) | Common Stock 252 | \$ 0 |
| Restricted Stock Units | (1) | 08/27/2018 | | M | 280 | (3) (3) | Common Stock 280 | \$ 0 |
| Restricted Stock Units | (1) | 08/27/2018 | | M | 224 | (4) (4) | Common Stock 224 | \$ 0 |
| Restricted Stock Units | (1) | 08/27/2018 | | M | 104 | (5) (5) | Common Stock 104 | \$ 0 |
| Restricted Stock Units | (1) | 08/27/2018 | | M | 452 | (6) (6) | Common Stock 452 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kwong Connie H. C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008 | | | PAO & Controller | |

Signatures

/s/ Connie Kwong 08/29/2018

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.

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, twenty-five percent (25%) of the 9,000 RSUs subject to the award shall vest on May 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on May 20, 2019. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2018. On August 27, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on August 27, 2018.

- (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 10,000 RSUs subject to the award shall vest on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2018. On August 27, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on August 27, 2018.

- (3) 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 8,000 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2018. On August 27, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on August 27, 2018.

- (4) 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 3,739 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2018. On August 27, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on August 27, 2018.

- (5) Subject to the Reporting Person 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 16,163 RSUs subject to the award shall vest on August 20, 2018, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each November 20, February 20, May 20, and August 20 thereafter, such that the award will be fully vested on May 20, 2022. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2018. On August 27, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on August 27, 2018.

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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