

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 08, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EINHORN DAVID

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)
**140 EAST 45TH STREET, FLOOR
24**

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)
See Footnotes (1)-(10)

(Street)
NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|---|--|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 04/05/2013 | | S | | 12,700 | D | \$ 10.1594 | 1,931,397 ⁽¹⁾ <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(4)</u> |
| Common Shares | 04/05/2013 | | S | | 127,400 | D | \$ 10.1594 | 10,825,405 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(5)</u> |
| Common Shares | 04/05/2013 | | S | | 93,300 | D | \$ 10.1594 | 18,840,059 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(6)</u> |
| Common | 04/05/2013 | | S | | 71,800 | D | \$ | 6,847,100 ⁽¹⁾ | I | See |

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| | | | | | | | | |
|---------------|------------|---|--------|---|------------|--|---|--------------------------|
| Shares | | | | | 10.1594 | <u>(2)</u> <u>(3)</u> | | Footnote <u>(7)</u> |
| Common Shares | 04/05/2013 | S | 63,100 | D | \$ 10.1594 | 5,728,187 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(8)</u> |
| Common Shares | 04/05/2013 | S | 59,100 | D | \$ 10.1594 | 5,621,695 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(9)</u> |
| Common Shares | 04/05/2013 | S | 2,600 | D | \$ 10.1594 | 308,600 <u>(2)</u> <u>(3)</u> | I | See Footnote <u>(10)</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.

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 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) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| EINHORN DAVID 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017 | X See Footnotes (1)-(10) |

Signatures

/s/ Daniel Roitman *, on behalf of David
Einhorn

04/05/2013

__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) David Einhorn is the senior managing member of Greenlight Capital, L.L.C. ("Greenlight LLC"), DME Advisors GP, LLC ("DME GP") and DME Management GP, LLC ("DME Management GP"), and the president of Greenlight Capital, Inc. ("Greenlight Inc."). DME GP is the general partner of DME Advisors, LP ("DME") and DME Capital Management, LP ("DME CM").
- (2) One or more of the foregoing entities control the disposition and voting of common shares, par value \$0.002 per share (the "Common Shares"), of Marvell Technology Group Ltd. ("Issuer"), owned by one or more of the following entities: Greenlight Capital, L.P. ("Greenlight Fund"), Greenlight Capital Qualified, L.P. ("Greenlight Qualified"), Greenlight Capital Offshore Partners ("Greenlight Offshore"), Greenlight Capital (Gold), LP ("Greenlight Gold"), Greenlight Capital Offshore Master (Gold), Ltd. ("Greenlight Gold Offshore"), Greenlight Masters Partners ("Greenlight Masters") and an account managed by DME (the "Managed Account," and, together with Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore, Greenlight Masters, Greenlight LLC, Greenlight Inc., DME GP, DME, DME Management GP and DME CM, the "Greenlight Parties"), in the respective capacities and quantities further described in the footnotes below.
- (3) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Einhorn and the Greenlight Parties disclaim beneficial ownership of the Common Shares except to the extent of their respective pecuniary interests therein. The filing of this Form 4 shall not be construed as an admission that David Einhorn or any of the Greenlight Parties is or was for the purposes of Section 16(a) of the Act, or otherwise, the beneficial owner of any of the Common Shares owned by Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore, Greenlight Masters or the Managed Account.
- (4) As of the close of trading on April 5, 2013, Greenlight LLC controls the voting and disposition of 1,931,397 Common Shares through the account of Greenlight Fund, of which Greenlight LLC is the general partner. As the senior managing member of Greenlight LLC, Mr. Einhorn may be deemed to beneficially own the securities held by Greenlight Fund.
- (5) As of the close of trading on April 5, 2013, Greenlight LLC controls the voting and disposition of 10,825,405 Common Shares through the account of Greenlight Qualified, of which Greenlight LLC is the general partner. As the senior managing member of Greenlight LLC, Mr. Einhorn may be deemed to beneficially own the securities held by Greenlight Qualified.
- (6) As of the close of trading on April 5, 2013, Greenlight Inc. controls the voting and disposition of 18,840,059 Common Shares through the account of Greenlight Offshore. Greenlight Inc. is the investment manager of Greenlight Offshore. As the president of Greenlight Inc., Mr. Einhorn may be deemed to beneficially own the shares held by Greenlight Offshore.
- (7) As of the close of trading on April 5, 2013, DME controls the voting and disposition of 6,847,100 Common Shares through the Managed Account, for which DME serves as the investment manager. As the senior managing member of DME GP, which is the general partner of DME, Mr. Einhorn may be deemed to beneficially own the shares held by the Managed Account.
- (8) As of the close of trading on April 5, 2013, DME Management GP controls the voting and disposition of 5,728,187 Common Shares through the account of Greenlight Gold, of which DME Management GP is the general partner. As the senior managing member of DME Management GP, Mr. Einhorn may be deemed to beneficially own the securities held by Greenlight Gold.
- (9) As of the close of trading on April 5, 2013, DME CM controls the voting and disposition of 5,621,695 Common Shares through the account of Greenlight Gold Offshore, of which DME CM is the investment manager. As the senior managing member of DME GP, which is the general partner of DME CM, Mr. Einhorn may be deemed to beneficially own the shares held by Greenlight Gold Offshore.
- (10) As of the close of trading on April 5, 2013, Mr. Einhorn indirectly controls the voting and disposition of 308,600 Common Shares through the account of Greenlight Masters. Mr. Einhorn may be deemed to have indirect investment and/or voting power over Greenlight Masters through its general partners and/or investment manager.

Remarks:

* The Power of Attorney executed by David Einhorn, authorizing the signatory to sign and file this Form 4 on David Einhorn's

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.