

MARVELL TECHNOLOGY GROUP LTD

Form 3

January 21, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Wu Zining

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/15/2014

3. Issuer Name and Ticker or Trading Symbol

MARVELL TECHNOLOGY GROUP LTD [MRVL]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

5488 MARVELL LANE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Technology Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person

SANTA CLARA, CA 95054

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Shares

55,751

D

A

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	04/12/2020	Common Shares	30,000	\$ 21.14	D	Â
Restricted Stock Units (Right to Acquire)	Â <u>(2)</u>	04/01/2014	Common Shares	3,750	\$ <u>(3)</u>	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	04/29/2021	Common Shares	50,000	\$ 15.425	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	04/29/2021	Common Shares	50,000	\$ 15.425	D	Â
Restricted Stock Units (Right to Acquire)	Â <u>(6)</u>	04/01/2015	Common Shares	10,000	\$ <u>(3)</u>	D	Â
Employee Stock Option (Right to Buy)	Â <u>(7)</u>	04/21/2022	Common Shares	25,000	\$ 15.2	D	Â
Restricted Stock Units (Right to Acquire)	Â <u>(8)</u>	04/01/2016	Common Shares	24,375	\$ <u>(3)</u>	D	Â
Employee Stock Option (Right to Buy)	Â <u>(9)</u>	04/30/2023	Common Shares	120,000	\$ 10.76	D	Â
Restricted Stock Units (Right to Acquire)	Â <u>(10)</u>	04/01/2014	Common Shares	16,000	\$ <u>(3)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wu Zining 5488 MARVELL LANE SANTA CLARA, CA 95054	Â	Â	Â Chief Technology Officer	Â

## Signatures

/s/ Zining Wu 01/21/2014

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date. The option has become exercisable as to 22,500 shares as of April 1, 2013.
- (2) The original grant was for 15,000 restricted stock units on April 12, 2010. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
- (3) Each restricted stock unit represents a contingent right to receive one Marvell common share.
- (4) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date. The option has become exercisable as to 25,000 shares as of April 1, 2012.

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- The above listed stock option award is subject to market-based vesting and will only vest if the Trigger Event (defined below) has occurred prior to the 5th anniversary of the date of grant; if the trigger event does not occur by such date, the stock option will immediately expire. If the closing price per common share of Marvell as reported by the NASDAQ Global Select Market equals or exceeds an average of \$24.70 for a period of 200 trading days prior to the 5th anniversary of the date of grant (the "Trigger Event"), then 100% of the shares subject to the option will vest on the date of the Trigger Event, subject to continued service through both the date of the Trigger Event and April 1, 2013.
- (5)
  - (6) The originat grant was for 20,000 restricted stock units on April 29, 2011. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.
  - (7) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date. The option has become exercisable as to 6,250 shares as of April 1, 2013.
  - (8) The originat grant was for 32,500 restricted stock units on April 21, 2012. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
  - (9) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2013, the vesting commencement date.
  - (10) Restricted stock units vest in full on April 1, 2014.

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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