

FRISBIE RICHARD D
Form 4
March 31, 2010

FORM 4

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

OMB APPROVAL

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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 *
Battery Ventures VII, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2010

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

C/O BATTERY VENTURES, 930 WINTER STREET, SUITE 2500

(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

WALTHAM, MA 02451

(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 Stock (\$0.0001 par value) <u>(1)</u>	03/29/2010		J	(1)	3,456,927	D	\$ 0 <u>(1)</u> 0	I	See Footnote <u>(3)</u> <u>(4)</u>
Class A Common Stock (\$0.0001 par value)	03/29/2010		C	(5)	394,244	A	\$ 0 <u>(5)</u> 394,244	I	See Footnote <u>(6)</u> <u>(7)</u>
Class A Common	03/29/2010		S		394,244	D	\$ 14 0	I	See Footnote

Stock (6) (7)
 (\$0.0001
 par value)

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 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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ ⁽²⁾	\$ 0 ⁽¹⁾ ⁽²⁾	03/29/2010		J ⁽¹⁾	3,456,927		⁽²⁾	⁽²⁾	Class A Common Stock (\$0.0001 par value)
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ ⁽²⁾	\$ 0 ⁽¹⁾ ⁽²⁾	03/29/2010		C ⁽²⁾	394,244		⁽²⁾	⁽²⁾	Class A Common Stock (\$0.0001 par value)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VII, L.P. C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Investment Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500		X		

WALTHAM, MA 02451
 Battery Partners VII, LLC
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

LAWLER KENNETH P
 C/O BATTERY VENTURES X X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

CROTTY THOMAS J
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

FRISBIE RICHARD D
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

JONES MORGAN M
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

Lee Roger H
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

TABORS R DAVID
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

TOBIN SCOTT R
 C/O BATTERY VENTURES X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

Signatures

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VII, L.P.)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Investment Partners VII, LLC)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VII, LLC)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler)	03/31/2010
**Signature of Reporting Person	Date

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/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Morgan M. Jones)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Roger H. Lee)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors)	03/31/2010
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin)	03/31/2010
**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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock (\$0.0001 par value) automatically converted into one share of Class B Common Stock (\$0.0001 par value) immediately prior to the closing of the Issuer's initial public offering on March 29, 2010.

(2) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Issuer's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended, upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Issuer's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

(3) Of the reported securities 3,391,938 were owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(4) Of the reported securities 64,989 were owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(5) Each share of Class A Common Stock, which is the publicly traded stock, was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Persons.

(6) Of the reported securities 386,832 were owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(7) Of the reported securities 7,412 were owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(8) Of the reported securities 3,005,106 are owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial

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ownership of these shares except to the extent of his pecuniary interest therein.

- Of the reported securities 57,577 are owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, (9) Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities.

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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