

MARVELL TECHNOLOGY GROUP LTD
Form SC 13G/A
February 13, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Marvell Technology Group Ltd.
(Name of Issuer)

Common shares, par value \$0.002 per share
(Title of Class of Securities)

G5876H105
(CUSIP Number)

December 31, 2014
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. Beneficial ownership information contained herein is given as of the date listed above.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.

Greenlight Capital, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
	0	shares
	6	Shared Voting Power
	14,690,195	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	14,690,195	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

14,690,195 shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

2.9%

12 Type of Reporting Person (See Instructions)

IA

1 Names of Reporting Persons.

DME Advisors, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
	0 shares	
	6	Shared Voting Power
	4,111,600 shares	
	7	Sole Dispositive Power
	0 shares	
	8	Shared Dispositive Power
	4,111,600 shares	

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,111,600 shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

0.8%

12 Type of Reporting Person (See Instructions)

IA

1 Names of Reporting Persons.

DME Capital Management, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
	0 shares	
	6	Shared Voting Power
	5,775,486 shares	
	7	Sole Dispositive Power
	0 shares	
	8	Shared Dispositive Power
	5,775,486 shares	

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,775,486 shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

1.1%

12 Type of Reporting Person (See Instructions)

IA

1 Names of Reporting Persons.

DME Advisors GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
	0	shares
	6	Shared Voting Power
	9,887,086	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	9,887,086	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

9,887,086 shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

1.9%

12 Type of Reporting Person (See Instructions)

HC

1 Names of Reporting Persons.

David Einhorn

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization.

U.S. Citizen

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
	0	shares
	6	Shared Voting Power
	24,732,881	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	24,732,881	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

24,732,881 shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11 Percent of Class Represented by Amount in Row (9)

4.8%

12 Type of Reporting Person (See Instructions)

HC

AMENDMENT NO. 3 TO SCHEDULE 13G

This Amendment No. 3 (the "Amendment") to Schedule 13G relating to common shares, par value \$0.002 per share ("Common Shares"), of Marvell Technology Group Ltd., a Bermuda company (the "Issuer"), is being filed with the Securities and Exchange Commission (the "SEC") as an amendment to the Schedule 13G filed with the SEC on July 26, 2012, as amended by Amendment No. 1 filed with the SEC on February 14, 2013 and Amendment No. 2 filed with the SEC on February 14, 2014. This Amendment is being filed on behalf of Greenlight Capital, Inc., a Delaware corporation ("Greenlight Inc."), DME Advisors, LP, a Delaware limited partnership ("DME Advisors"), DME Capital Management, LP, a Delaware limited partnership ("DME CM"), DME Advisors GP, LLC, a Delaware limited liability company ("DME GP" and together with Greenlight Inc., DME Advisors and DME CM, "Greenlight"), and Mr. David Einhorn, the principal of Greenlight (collectively with Greenlight, the "Reporting Persons").

This Amendment relates to Common Shares of the Issuer held by Greenlight for the account of private investment funds and other accounts for which Greenlight acts as investment manager (or general partner of the investment manager) and with respect to which Mr. Einhorn may be deemed to have indirect investment and/or voting power as the principal of Greenlight and other affiliated entities. DME GP is the general partner of DME Advisors and of DME CM.

The filing of this Amendment shall not be construed as an admission that any of the Reporting Persons is for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any of the Common Shares reported herein. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims all such beneficial ownership except to the extent of its pecuniary interest in any Common Shares, if applicable.

This Amendment is being filed to amend and restate Items 4, 5 and 10 as follows:

Item 4 Ownership:

The information set forth in Rows 5 through 11 of the cover page for each Reporting Person is hereby incorporated by reference into Items 4(a) - (c) for each such Reporting Person. The percentages reported herein have been determined by dividing the number of Common Shares beneficially owned by each of the Reporting Persons by 511,100,000, the approximate number of Common Shares outstanding as of November 26, 2014, as reported in the Quarterly Report on Form 10-Q filed by the Issuer on December 4, 2014 with the SEC.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

GREENLIGHT CAPITAL, INC.

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

DME ADVISORS, LP

By: DME Advisors GP, LLC,
its General Partner

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

DME CAPITAL MANAGEMENT, LP

By: DME Advisors GP, LLC,
its General Partner

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

DME ADVISORS GP, LLC

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

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

* The Joint Filing Agreement, executed by and among the Reporting Persons, filed with the Schedule 13G filed with the Securities and Exchange Commission on July 26, 2012 by the Reporting Persons with respect to the Issuer, is hereby incorporated by reference.

** The Power of Attorney executed by David Einhorn, authorizing the signatory to sign and file this Schedule 13G on David Einhorn's behalf, filed as Exhibit 99.2 to the Schedule 13G filed with the Securities and Exchange Commission on May 24, 2010 by the Reporting Persons with respect to the common stock of NCR Corporation, is hereby incorporated by reference.