

SPIEGEL LEO
Form 4
March 31, 2010

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 *
Mission Ventures Management III LLC

(Last) (First) (Middle)

11455 EL CAMINO REAL, SUITE 450,

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock (\$0.0001 par value) (1) (2) | 03/29/2010 | | J(1) | 3,137,481 D | (1) (2) 0 | I | See footnote (3) |
| Common Stock (\$0.0001 par value) (1) (2) | 03/29/2010 | | J(1) | 137,550 D | (1) (2) 0 | I | See footnote (4) |
| Class A Common | 03/29/2010 | | C(5) | 327,995 A | (5) 327,995 | I | See footnote |

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| | | | | | | | | | |
|---|------------|--|------------------|---------|---|------------|--------|-----|------------------------|
| Stock (\$0.0001 par value) | | | | | | | | (3) | |
| Class A Common Stock (\$0.0001 par value) | 03/29/2010 | | C ⁽⁵⁾ | 14,380 | A | <u>(5)</u> | 14,380 | I | See footnote (4) |
| Class A Common Stock (\$0.0001 par value) | 03/29/2010 | | S | 327,995 | D | \$ 14 0 | | I | See footnote (3) |
| Class A Common Stock (\$0.0001 par value) | 03/29/2010 | | S | 14,380 | D | \$ 14 0 | | I | See footnote (4) |

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

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(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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Class B Common Stock (convertible into Class A Common Stock) <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | 03/29/2010 | | J ⁽¹⁾ | 3,137,481 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock (\$0.0001 par value) |
| Class B Common Stock (convertible into Class A | <u>(1)</u> <u>(2)</u> | 03/29/2010 | | J ⁽¹⁾ | 137,550 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock (\$0.0001 par value) |

Common
Stock) (1) (2)

Class B
Common
Stock

| | | | | | | |
|--|------------|------------|---|---------|------------|------------|
| (convertible into Class A Common Stock) | <u>(2)</u> | 03/29/2010 | C | 327,995 | <u>(2)</u> | <u>(2)</u> |
|--|------------|------------|---|---------|------------|------------|

Class A
Common
Stock
(\$0.0001
par value)

Class B
Common
Stock

| | | | | | | |
|--|------------|------------|---|--------|------------|------------|
| (convertible into Class A Common Stock) | <u>(2)</u> | 03/29/2010 | C | 14,380 | <u>(2)</u> | <u>(2)</u> |
|--|------------|------------|---|--------|------------|------------|

Class A
Common
Stock
(\$0.0001
par value)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mission Ventures Management III LLC 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130 | | X | | |
| Mission Ventures III LP 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130 | | X | | |
| Mission Ventures Affiliates III LP 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130 | | X | | |
| Alexander Edward E C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130 | X | X | | |
| RYAN DAVID J C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130 | | X | | |
| KIBBLE ROBERT F C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130 | | X | | |
| SPIEGEL LEO C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 | | X | | |

SAN DIEGO, CA 92130

Signatures

/s/ Caroline Barberio, by power of attorney

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).
- 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 Registrant's initial public offering on March 29, 2010.
- (1) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Registrant'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 Registrant'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.
- (2) Shares held directly by Mission Ventures III, L.P. ("Mission Ventures"). Mission Ventures Management III, L.L.C. ("MVM III"), is the sole general partner of Mission Ventures and has voting and investment control over the shares held by Mission Ventures. MVM III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. MVM III has a pecuniary interest in 1% of the total number of shares held by Mission Ventures in the Issuer. Edward E. Alexander, David Ryan, Robert Kibble and Leo Spiegel, the managing members of MVM III, may be deemed to possess voting and investment control over the shares held by Mission Ventures and may be deemed to have indirect beneficial ownership of the shares held by Mission Ventures. Such persons disclaim beneficial ownership of shares held by Mission Ventures except to the extent of any pecuniary interest therein.
- (3) Shares held directly by Mission Ventures Affiliates III, L.P. ("Mission Affiliates"). Mission Ventures Management III, L.L.C. ("MVM III"), is the sole general partner of Mission Affiliates and has voting and investment control over the shares held by Mission Ventures. MVM III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. MVM III has a pecuniary interest in 1% of the total number of shares held by Mission Ventures in the Issuer. Edward E. Alexander, David Ryan, Robert Kibble and Leo Spiegel, the managing members of MVM III, may be deemed to possess voting and investment control over the shares held by Mission Affiliates and may be deemed to have indirect beneficial ownership of the shares held by Mission Affiliates. Such persons disclaim beneficial ownership of shares held by Mission Affiliates except to the extent of any pecuniary interest therein.
- (4) 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.
- (5)

Remarks:

Although Mission Ventures Management III, L.L.C. ("MVM III") is exiting the Section 16 reporting obligations, Edward E. A

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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