

MARVELL TECHNOLOGY GROUP LTD

Form 3

May 11, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated 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 \*

Feld Peter A

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/01/2016

3. Issuer Name and Ticker or Trading Symbol

MARVELL TECHNOLOGY GROUP LTD [MRVL]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

777 THIRD AVENUE, 18TH FLOOR

(Street)

NEW YORK, NY 10017

(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 Stock, \$0.002 Par Value

2,208,183

I

By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup>

Common Stock, \$0.002 Par Value

279,480

I

By Starboard Value and Opportunity S LLC <sup>(2)</sup>

Common Stock, \$0.002 Par Value

150,707

I

By Starboard Value and Opportunity C LP <sup>(3)</sup>

Common Stock, \$0.002 Par Value

9,310,245

I

By Starboard Leaders Juliet LLC <sup>(4)</sup>

Common Stock, \$0.002 Par Value

3,792,301

I

By Starboard Leaders Select II LP <sup>(5)</sup>

Common Stock, \$0.002 Par Value

2,883,842

I

By Starboard T Fund LP <sup>(6)</sup>

Common Stock, \$0.002 Par Value

1,772,606

I

By Managed Account of

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5)          |
|-----------------------------------------------|-------------------------------------------------------------|-----------------|--------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date | Title                                                                          | Amount or Number of Shares |                                                        |                                                                                    |                                                                   |
| Call Option (right to buy)                    | Â <sup>(8)</sup>                                            | 08/09/2017      | Common Stock, \$0.002 Par Value                                                | 11,287,308                 | \$ 5                                                   | I                                                                                  | By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup> |
| Call Option (right to buy)                    | Â <sup>(8)</sup>                                            | 08/09/2017      | Common Stock, \$0.002 Par Value                                                | 1,308,889                  | \$ 5                                                   | I                                                                                  | By Starboard Value and Opportunity S LLC <sup>(2)</sup>           |
| Call Option (right to buy)                    | Â <sup>(8)</sup>                                            | 08/09/2017      | Common Stock, \$0.002 Par Value                                                | 727,225                    | \$ 5                                                   | I                                                                                  | By Starboard Value and Opportunity C LP <sup>(3)</sup>            |
| Put Option (obligation to buy)                | 08/09/2017                                                  | 08/09/2017      | Common Stock, \$0.002 Par Value                                                | 11,287,308                 | \$ 5                                                   | I                                                                                  | By Starboard Value and Opportunity Master Fund Ltd <sup>(1)</sup> |
| Put Option (obligation to buy)                | 08/09/2017                                                  | 08/09/2017      | Common Stock, \$0.002 Par Value                                                | 1,308,889                  | \$ 5                                                   | I                                                                                  | By Starboard Value and Opportunity S LLC <sup>(2)</sup>           |
| Put Option (obligation to buy)                | 08/09/2017                                                  | 08/09/2017      | Common Stock, \$0.002 Par Value                                                | 727,225                    | \$ 5                                                   | I                                                                                  | By Starboard Value and Opportunity C LP <sup>(3)</sup>            |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| Feld Peter A<br>777 THIRD AVENUE, 18TH FLOOR<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

/s/ Peter A. Feld 05/11/2016

\*\*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).

Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard

- (1) Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and

- (2) as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (3) C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Leaders Juliet LLC ("Starboard Juliet LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (4) Juliet LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Juliet LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Leaders Select II LP ("Starboard Select II LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard

- (5) Select II LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Select II LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard T Fund LP ("Starboard T LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard T LP, and as a

- (6) member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard T LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member

- (7) and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

## Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 3

(8) These options are exercisable at any time prior to their expiration.

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.