## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## Schedule 13G

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)\*

	MaxLinear, Inc.
	(Name of Issuer)
	Class A Common Stock
	(Title of Class of Securities)
	57776J100
	(CUSIP Number)
	December 31, 2012
	(Date of Event Which Requires Filing of this Statement)
Check the appropr	riate box to designate the rule pursuant to which this Schedule is filed:
□ R	ule 13d-1(b)
□ R	ule 13d-1(c)
⊠ Rı	ule 13d-1(d)
	f this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
Securities Exchange	required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the age Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other Act (however, see the Notes).
	(Continued on following pages)
	Page 1 of 21 Pages Exhibit Index Contained on Page 19

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1	SS OR I.R.S. IDENTIFIC	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON U.S. Venture Partners VIII, L.P. ("USVP VIII")					
2	CHECK THE APPROPE	RIATE BO	OX IF A MEMBER OF A GROUP*	(a)		(b)	X
3	SEC USE ONLY						
4	CITIZENSHIP OR PLA Delaware	CE OF OI	RGANIZATION				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER  1,852,885 shares <sup>1</sup> ; except that Presidio Management Group VIII'), the general partner of USVP VIII, may be deemed to such shares, and Irwin Federman ("Federman"), Winston Fu ("Krausz"), David Liddle ("Liddle"), Jonathan D. Root ("Roust"), Casey M. Tansey ("Tansey") and Philip M. Young members of PMG VIII, may be deemed to have shared pow	o have u ("Fu' oot"), ( g ("Yo	sole p '), Ste Christ ung'')	oower to even M topher ), the m	to vote  I. Krausz  Rust  nanaging
			See response to row 5.				
		7	SOLE DISPOSITIVE POWER  1,852,885 shares <sup>1</sup> ; except that PMG VIII, the general partned deemed to have the sole power to dispose of such shares, an Liddle, Root, Rust, Tansey and Young, the managing members deemed to have shared power to dispose of such shares.	nd Fede	rman	, Fu, K	rausz,
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1			1,852,885			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
11	PERCENT OF CLASS RI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7			7.6%		
12	TYPE OF REPORTING F	TYPE OF REPORTING PERSON*			PN		

<sup>&</sup>lt;sup>1</sup> Represents 1,852,885 shares of Class B Common Stock held directly by USVP VIII. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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2		ffiliates F	O. OF ABOVE PERSON and, L.P. ("USVP VIII AF") K IF A MEMBER OF A GROUP*	) □ (b) ⊠	
4	CITIZENSHIP OR PLAC Delaware	E OF OR	GANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  17,886 shares <sup>2</sup> ; except that PMG VIII, the general partner of US deemed to have sole power to vote such shares, and Federman, I Root, Rust, Tansey and Young, the managing members of PMG to have shared power to vote such shares.	Fu, Krausz, Liddle,	
		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER 17,886 shares <sup>2</sup> ; except that PMG VIII, the general partner of US deemed to have sole power to dispose of such shares, and Feder Liddle, Root, Rust, Tansey and Young, the managing members deemed to have shared power to dispose of such shares.	man, Fu, Krausz,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,886				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%				
12	TYPE OF REPORTING PERSON* PN				

 $<sup>^2</sup>$  Represents 17,886 shares of Class B Common Stock held directly by USVP VIII AF. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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2 3 4	_	ATE BO	rtners VIII-A, L.P. ("USVP EP VIII-A")  X IF A MEMBER OF A GROUP*  (a)		(b)	X
	Delaware	5	SOLE VOTING POWER			
(	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		17,127 shares <sup>3</sup> ; except that PMG VIII, the general partner of US' deemed to have sole power to vote such shares, and Federman, F Root, Rust, Tansey and Young, the managing members of PMG to have shared power to vote such shares.	u, Kraus	sz, Lid	dle,
		6	SHARED VOTING POWER See response to row 5.			
		7	SOLE DISPOSITIVE POWER  17,127 shares <sup>3</sup> ; except that PMG VIII, the general partner of US deemed to have sole power to dispose of such shares, and Federn Liddle, Root, Rust, Tansey and Young, the managing members o deemed to have shared power to dispose of such shares.	nan, Fu,	Kraus	z,
		8	SHARED DISPOSITIVE POWER See response to row 7.			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,12					17,127
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%					
12	TYPE OF REPORTING PERSON* PN					

<sup>&</sup>lt;sup>3</sup> Represents 17,127 shares of Class B Common Stock held directly by USVP EP VIII-A. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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2 3	USVP Entrep	reneur Pa	NO. OF ABOVE PERSON rtners VIII-B, L.P. ("USVP EP VIII-B")  X IF A MEMBER OF A GROUP*  (a)	□ (b) ⊠	
4	CITIZENSHIP OR PLAC Delaware	E OF OR	GANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  8,680 shares <sup>4</sup> ; except that PMG VIII, the general partner of USVP deemed to have sole power to vote such shares, and Federman, Fu Root, Rust, Tansey and Young, the managing members of PMG V to have shared power to vote such shares.	, Krausz, Liddle,	
		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER  8,680 shares <sup>4</sup> ; except that PMG VIII, the general partner of USVP deemed to have sole power to dispose of such shares, and Federma Liddle, Root, Rust, Tansey and Young, the managing members of deemed to have shared power to dispose of such shares.	an, Fu, Krausz,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,68				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%				
12	TYPE OF REPORTING PERSON* PN				

 $<sup>^4</sup>$  Represents 8,680 shares of Class B Common Stock held directly by USVP EP VIII-B. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF REPORTING							
	SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Presidio Management Group VIII, L.L.C. ("PMG VIII")							
2	CHECK THE APPROPRIA	ATE BOX	I IF A MEMBER OF A GROUP*	□ (t	) X			
3	SEC USE ONLY		(4)		<u>,                                    </u>			
4	CITIZENSHIP OR PLACE Delaware	E OF ORC	GANIZATION					
		5	SOLE VOTING POWER					
	NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH		1,896,578 shares <sup>5</sup> , of which 1,852,885 are directly owned by US'directly owned by USVP VIII AF, 17,127 are directly owned by 8,680 are directly owned by USVP EP VIII-B. PMG VIII, the ge VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, m sole power to vote such shares, and Federman, Fu, Krausz, Liddl and Young, the managing members of PMG VIII, may be deeme power to vote such shares.	USVP EP neral partr ay be deer e, Root, R	VIII-A and her of USVP hed to have hust, Tansey			
		6	SHARED VOTING POWER See response to row 5.					
		7	SOLE DISPOSITIVE POWER  1,896,578 shares <sup>5</sup> , of which 1,852,885 are directly owned by US directly owned by USVP VIII AF, 17,127 are directly owned by 8,680 are directly owned by USVP EP VIII-B. PMG VIII, the ge VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, m sole power to dispose of such shares, and Federman, Fu, Krausz, Tansey and Young, the managing members of PMG VIII, may be shared power to dispose of such shares.	USVP EP neral partr ay be deer Liddle, Ro	VIII-A and her of USVP hed to have bot, Rust,			
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,57				1,896,578			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%							
12	TYPE OF REPORTING PERSON*				00			

<sup>&</sup>lt;sup>5</sup> Represents 1,896,578 shares of Class B Common Stock held indirectly by PMG VIII. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF REPORTING	NAME OF REPORTING PERSON				
	Irwin Federman	Irwin Federman				
2	CHECK THE APPROPRI	ATE BOX	IF A MEMBER OF A GROUP*			
			(a)		(b)	X
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACI U.S. Citizen	E OF ORC	SANIZATION			
	NUMBER OF SHARES		SOLE VOTING POWER 0 shares			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER  1,896,578 shares <sup>6</sup> , of which 1,852,885 are directly owned by USVP VIII, 17,886 are directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-A 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Federman, a managing member of PMG VIII, may be deemed to have shared power to vote such shares.			I-A and of n, a
		7	SOLE DISPOSITIVE POWER 0 shares			
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>6</sup> , of which 1,852,885 are directly owned by US directly owned by USVP VIII AF, 17,127 are directly owned by 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the gUSVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VI managing member of PMG VIII, may be deemed to have shared such shares.	USVP E general p II-B. Fec	P VIII artner lerman	I-A and of n, a
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,57			,896,578		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%					
12	TYPE OF REPORTING PERSON*					

 $<sup>^6</sup>$  Represents 1,896,578 shares of Class B Common Stock held indirectly by Federman. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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	10 0	1 uge 0 01 21

1	NAME OF REPORTING PERSON					
	Winston Fu					
2	CHECK THE APPROPR	IATE BO	X IF A MEMBER OF A GROUP*		(b)	X
3	SEC USE ONLY					
4	CITIZENSHIP OR PLAC U.S. Citizen	E OF OR	GANIZATION			
NUMBER OF SHARES		5	SOLE VOTING POWER 0 shares			
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER  1,896,578 shares <sup>7</sup> , of which 1,852,885 are directly owned by USVP VIII, 17,886 directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Fu, a man member of PMG VIII, may be deemed to have shared power to vote such shares			I-A and of naging
		7	SOLE DISPOSITIVE POWER 0 shares			
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>7</sup> , of which 1,852,885 are directly owned by USV directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-B. PMG VIII is the g USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII member of PMG VIII, may be deemed to have shared power to directly owned by USVP EP VIII-A and USVP EP VIII.	USVP E eneral pa I-B. Fu,	P VII artner a mai	I-A and of naging
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,578				1,896,578	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%					
12	TYPE OF REPORTING PERSON*  IN					

<sup>&</sup>lt;sup>7</sup> Represents 1,896,578 shares of Class B Common Stock held indirectly by Fu. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

	1	
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	1	5

1	NAME OF REPORTIN	NAME OF REPORTING PERSON					
	Steven M. Krausz	Steven M. Krausz					
2	CHECK THE APPRO	PRIATE B	OX IF A MEMBER OF A GROUP*	□ (b) ⊠			
3	SEC USE ONLY		· ·				
4	CITIZENSHIP OR PL U.S. Citizen	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
	NUMBER OF SHARES	5	SOLE VOTING POWER 0 shares				
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER  1,896,578 shares <sup>8</sup> , of which 1,852,885 are directly owned by USVI directly owned by USVP VIII AF, 17,127 are directly owned by U 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the ger USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-managing member of PMG VIII, may be deemed to have shared poshares.	SVP EP VIII-A and neral partner of -B. Krausz, a			
		7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>8</sup> , of which 1,852,885 are directly owned by USV directly owned by USVP VIII AF, 17,127 are directly owned by U 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the ger USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-managing member of PMG VIII, may be deemed to have shared posuch shares.	SVP EP VIII-A and neral partner of -B. Krausz, a			
9	AGGREGATE AMOUN	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,578					
10	CHECK BOX IF THE A	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □					
11	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%					
12	TYPE OF REPORTING PERSON* IN						

 $<sup>^8</sup>$  Represents 1,896,578 shares of Class B Common Stock held indirectly by Krausz. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF REPORTING	2 DEDSON	V.				
1	NAIVIE OF REFORTING FERSON						
	David Liddle	David Liddle					
2	CHECK THE APPROPE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
			(a)	□ (b) ⊠			
3	SEC USE ONLY						
4	CITIZENSHIP OR PLA U.S. Citizen	CE OF OF	RGANIZATION				
	NUMBER OF SHARES	5	SOLE VOTING POWER 0 shares				
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER  1,896,578 shares <sup>9</sup> , of which 1,852,885 are directly owned by USVP directly owned by USVP VIII AF, 17,127 are directly owned by US 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the gene USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-E managing member of PMG VIII, may be deemed to have shared powshares.	VP EP VIII-A and eral partner of B. Liddle, a			
		7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>9</sup> , of which 1,852,885 are directly owned by USVP directly owned by USVP VIII AF, 17,127 are directly owned by US 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the gene USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-E managing member of PMG VIII, may be deemed to have shared powsuch shares.	VP EP VIII-A and eral partner of 3. Liddle, a			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,578						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%						
12	TYPE OF REPORTING PERSON*						

<sup>&</sup>lt;sup>9</sup> Represents 1,896,578 shares of Class B Common Stock held indirectly by Liddle. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF REPORTING PERSON					
	Jonathan D. Root	Jonathan D. Root				
2	CHECK THE APPROPI	RIATE BO	OX IF A MEMBER OF A GROUP*	□ (b) ⊠		
3	SEC USE ONLY		(4)			
4	CITIZENSHIP OR PLA U.S. Citizen	CE OF O	RGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 shares			
		6	SHARED VOTING POWER  1,896,578 shares <sup>10</sup> , of which 1,852,885 are directly owned by USVP VIII, 17, directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VII 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partne USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Root, a managing member of PMG VIII, may be deemed to have shared power to vote shares.			
		7	SOLE DISPOSITIVE POWER 0 shares			
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>10</sup> , of which 1,852,885 are directly owned by U directly owned by USVP VIII AF, 17,127 are directly owned by 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VI member of PMG VIII, may be deemed to have shared power to our owner.	USVP EP VIII-A and general partner of II-B. Root, a managing		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,5					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%					
12	TYPE OF REPORTING PERSON*					

 $<sup>^{10}</sup>$  Represents 1,896,578 shares of Class B Common Stock held indirectly by Root. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF REPORTING	NAME OF REPORTING PERSON					
	Christopher Rust	Christopher Rust					
2	CHECK THE APPROPRI	ATE BO	X IF A MEMBER OF A GROUP*		(1.)		
			(6	a) 🗆	(b)	X	
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC U.S. Citizen	E OF OR	GANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 shares				
		6	SHARED VOTING POWER  1,896,578 shares <sup>11</sup> , of which 1,852,885 are directly owned by USVP VIII, 17 directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VI 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Rust, a member of PMG VIII, may be deemed to have shared power to vote such shared.			I-A and of of nanaging	
		7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>11</sup> , of which 1,852,885 are directly owned by directly owned by USVP VIII AF, 17,127 are directly owned b 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-A member of PMG VIII, may be deemed to have shared power to	y USVP general III-B. R	EP VII partner ust, a m	I-A and of of nanaging	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,5			1,896,578			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%			7.7%			
12	TYPE OF REPORTING PERSON*						

 $<sup>^{11}</sup>$  Represents 1,896,578 shares of Class B Common Stock held indirectly by Rust. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF DEDODITING	C DEDSOI	N		
1	NAME OF REPORTING PERSON				
	Casey M. Tansey				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(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  1,896,578 shares <sup>12</sup> , of which 1,852,885 are directly owned by USVP VIII, 17,886 are directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-A and 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Tansey, a managing member of PMG VIII, may be deemed to have shared power to vote such shares.		
		7	SOLE DISPOSITIVE POWER 0 shares		
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>12</sup> , of which 1,852,885 are directly owned by USVP VIII, 17,886 are directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-A and 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Tansey, a managing member of PMG VIII, may be deemed to have shared power to dispose of such shares.		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,896,578				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%				
12	TYPE OF REPORTING PERSON*				

 $<sup>^{12}</sup>$  Represents 1,896,578 shares of Class B Common Stock held indirectly by Tansey. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1	NAME OF REPORTING PERSON					
	Philip M. Young	Philip M. Young				
2	CHECK THE APPROP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □			(b)	×
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLA U.S. Citizen	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  1,896,578 shares <sup>13</sup> , of which 1,852,885 are directly owned by USVP VIII, 17,886 are directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-A and 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Young, a managing member of PMG VIII, may be deemed to have shared power to vote such shares.			
		7	SOLE DISPOSITIVE POWER 0 shares			
		8	SHARED DISPOSITIVE POWER  1,896,578 shares <sup>13</sup> , of which 1,852,885 are directly owned by USVP VIII, 17,886 are directly owned by USVP VIII AF, 17,127 are directly owned by USVP EP VIII-A and 8,680 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Young, a managing member of PMG VIII, may be deemed to have shared power to dispose of such shares.			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,89		1,896,578			
10	CHECK BOX IF THE A	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11	PERCENT OF CLASS R	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7%				
12	TYPE OF REPORTING	TYPE OF REPORTING PERSON*			IN	

 $<sup>^{13}</sup>$  Represents 1,896,578 shares of Class B Common Stock held indirectly by Young. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by Presidio Management Group VIII, L.L.C. ("PMG VIII"), U.S. Venture Partners VIII, L.P. ("USVP VIII"), USVP VIII Affiliates Fund, L.P. ("USVP VIII AF"), USVP Entrepreneur Partners VIII-A, L.P. ("USVP EP VIII-A"), U.S. Entrepreneur Partners VIII-B ("USVP EP VIII-B"), Irwin Federman ("Federman"), Winston Fu ("Fu"), Steven M. Krausz ("Krausz"), David Liddle ("Liddle"), Jonathan D. Root ("Root") Christopher Rust ("Rust"), Casey M. Tansey ("Tansey") and Philip M. Young ("Young") (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER

MaxLinear, Inc.

ITEM 1(B). <u>ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES</u>

2051 Palomar Airport Road, Suite 100 Carlsbad, California 92011

ITEM 2(A). NAME OF PERSONS FILING

This Schedule 13G is filed by PMG VIII, USVP VIII, USVP VIII AF, USVP EP VIII-A, USVP EP VIII-B, Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B. Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young are managing members of PMG VIII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B.

ITEM 2(B). <u>ADDRESS OF PRINCIPAL OFFICE</u>

The address for each of the Reporting Persons is:

U.S. Venture Partners 2735 Sand Hill Road Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B are Delaware limited partnerships. PMG VIII is a Delaware limited liability company. Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young are United States citizens

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock, \$0.0001 par value per share. The Reporting Persons beneficially own shares of Class B Common Stock, \$0.0001 par value per share. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder thereof.

CUSIP # 57776J100

ITEM 3. <u>Not Applicable.</u>

#### ITEM 4. <u>OWNERSHIP</u>

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

#### ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

#### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, and the limited liability company agreement of PMG VIII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

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ITEM 8. <u>IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.</u>

Not applicable.

ITEM 9. <u>NOTICE OF DISSOLUTION OF GROUP.</u>

Not applicable.

ITEM 10. <u>CERTIFICATION</u>.

Not applicable.

#### **SIGNATURES**

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.

Dated: February 5, 2013

PRESIDIO MANAGEMENT GROUP VIII, L.L.C. IRWIN FEDERMAN

U.S. VENTURE PARTNERS VIII, L.P. WINSTON FU

By Presidio Management Group VIII, L.L.C.

Its General Partner STEVEN M. KRAUSZ

USVP VIII AFFILIATES FUND, L.P. DAVID LIDDLE

By Presidio Management Group VIII, L.L.C.

Its General Partner JONATHAN D. ROOT

USVP ENTREPRENEUR PARTNERS VIII-A, L.P., CHRISTOPHER RUST

By Presidio Management Group VIII, L.L.C.

Its General Partner CASEY M. TANSEY

USVP ENTREPRENEUR PARTNERS VIII-B, L.P., PHILIP M. YOUNG

By Presidio Management Group VIII, L.L.C.

Its General Partner

the above-listed entities\*

By: /s/ Michael Maher

By: /s/ Michael Maher

Michael Maher, Chief Financial Officer/Attorney-In-Fact for Michael Maher, Attorney-In-Fact for the above-listed individuals\*

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

<sup>\*</sup>Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

## EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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## EXHIBIT A

## Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of MaxLinear, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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## EXHIBIT B

## Power of Attorney

Michael Maher has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.