

# FORM 3

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

OMB APPROVAL	
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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
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. Date of Event Requiring Statement (Month/Day/Year) 03/23/2010	3. Issuer Name <b>and</b> Ticker or Trading Symbol MAXLINEAR INC [MXL]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

### 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)
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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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock (1)	(1)	(1)	Common Stock (1) (2)	1,885,570	\$ 0 (1)	I	See footnote (3)
Series A Convertible Preferred Stock (1)	(1)	(1)	Common Stock (1) (2)	82,665	\$ 0 (1)	I	See footnote (4)
Series B Convertible Preferred Stock (5)	(5)	(5)	Common Stock (2) (5)	1,251,911	\$ 0 (5)	I	See footnote (3)
Series B Convertible Preferred Stock (5)	(5)	(5)	Common Stock (2) (5)	54,885	\$ 0 (5)	I	See footnote (4)

## Reporting Owners

	<b>Relationships</b>
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Reporting Owner Name / Address	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 SAN DIEGO, CA 92130		X		

## Signatures

/s/ Caroline Barberio, by power of attorney		03/23/2010
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

Each share of Series A Preferred Stock is convertible at any time at the election of the Reporting Persons and will automatically convert (1) into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010. There is no expiration date.

Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common Stock (2) 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.

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 (3) 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.

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 (4) 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.

- (5) Each share of Series B Convertible Preferred Stock is convertible at any time at the election of the Reporting Persons and will automatically convert into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010. There is no expiration date.

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of MaxLinear, Inc. (the "Company"), hereby constitutes and appoints Patrick McCready, Anthony Mauriello, Daniel Koeppen and Caroline Barberio, the undersigned's true and lawful attorneys-in-fact, to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934;
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the time of execution of this Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless otherwise stated.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Mission Ventures Affiliates III, L.P.

Signature: /s/ Edward E. Alexander

Print Name: Edward E. Alexander, Managing Partner

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of MaxLinear, Inc. (the "Company"), hereby constitutes and appoints Kishore Seendripu, Curtis Ling, Patrick McCready, Joe Campa, Anthony Mauriello, Daniel Koeppen, Pam Blas  
1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1  
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appr  
The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless  
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Signature: /s/ Edward E. Alexander

Print Name: Edward E. Alexander

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Signature: /s/ David J. Ryan

Print Name: David J. Ryan

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Signature: /s/ Leo Spiegel

Print Name: Leo Spiegel

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Signature: /s/ Robert F. Kibble

Print Name: Robert F. Kibble



POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Mission Ventures Management III, L.L.C.

Signature: /s/ Edward E. Alexander

Print Name: Edward E. Alexander, Managing Partner

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of MaxLinear, Inc. (the "Company"), hereby constitutes and appoints Patrick McCready, Anthony Mauriello, Daniel Koeppen and Caroline Barberio, the undersigned's true and lawful attorneys-in-fact, to:

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Mission Ventures III, L.P.

Signature: /s/ Edward E. Alexander

Print Name: Edward E. Alexander, Managing Partner