

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT***Under
The Securities Act of 1933***MaxLinear, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)**3674**
(Primary Standard Industrial
Classification Code Number)**14-1896129**
(I.R.S. Employer
Identification Number)**2051 Palomar Airport Road, Suite 100
Carlsbad, California 92011
(760) 692-0711**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Kishore Seendripu, Ph.D.
2051 Palomar Airport Road, Suite 100
Carlsbad, California 92011
(760) 692-0711**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:***Robert F. Kornegay
Anthony G. Mauriello
Daniel R. Koeppen
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
12235 El Camino Real
San Diego, CA 92130
Telephone: (858) 350-2300
Telecopy: (858) 350-2399****Bruce K. Dallas
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
Telephone: (650) 752-2000
Telecopy: (650) 752-2111**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-162947

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class A common stock \$0.0001 par value	1,160,714	\$14.00	\$16,250,000	\$1,158.63

(1) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-162947).

- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of Class A common stock of the Registrant contemplated by the Registration Statement on Form S-1, as amended (File No. 333-162947), originally filed by the Registrant on November 6, 2009 (the “Prior Registration Statement”), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Carlsbad, state of California, on March 23, 2010.

MAXLINEAR, INC.

By: /S/ KISHORE SEENDRIPU, PH.D.
Kishore Seendripu, Ph.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ KISHORE SEENDRIPU</u> Kishore Seendripu, Ph.D.	Chairman, President and Chief Executive Officer (Principal Executive Officer)	March 23, 2010
<u>/S/ JOE D. CAMPA</u> Joe D. Campa	Vice President, Finance and Treasurer (Principal Financial Officer)	March 23, 2010
<u>/S/ PATRICK E. MCCREADY</u> Patrick E. McCready	Chief Accounting Officer and Controller (Principal Accounting Officer)	March 23, 2010
<u>*</u> Curtis Ling, Ph.D.	Director and Chief Technical Officer	March 23, 2010
<u>*</u> Edward E. Alexander	Director	March 23, 2010
<u>*</u> Kenneth P. Lawler	Director	March 23, 2010
<u>*</u> David Liddle, Ph.D.	Director	March 23, 2010
<u>*</u> Albert J. Moyer	Director	March 23, 2010
<u>*</u> Thomas E. Pardun	Director	March 23, 2010
<u>*</u> Donald E. Schrock	Director	March 23, 2010

*By: /S/ PATRICK E. MCCREADY
Patrick E. McCready
Attorney-in-Fact

The Power of Attorney granted by each director was filed as an exhibit to the Prior Registration Statement.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
24.1*	Power of Attorney

* Incorporated by reference from the Prior Registration Statement.

March 23, 2010

MaxLinear, Inc.
2051 Palomar Airport Road, Suite 100
San Diego, California 92011

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (Registration No. 333-), as amended (the "Registration Statement"), filed by MaxLinear, Inc. (the "Company") with the Securities and Exchange Commission on March 23, 2010 pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration under the Securities Act of 1,160,714 shares of the Company's Class A common stock, \$0.0001 par value per share (the "Shares"). The Shares will be sold by the Company and certain selling stockholders (the "Selling Stockholders") pursuant to an underwriting agreement entered into by and among the Company and the underwriters (the "Underwriting Agreement"), substantially in the form filed as an exhibit to the Registration Statement on Form S-1 (File No. 333-162947) (the "Prior Registration Statement"). The Prior Registration Statement is incorporated by reference into the Registration Statement pursuant to Rule 462(b) under the Securities Act. This opinion is in addition to our opinion that was filed as Exhibit 5.1 to the Company's Amendment No. 5 to the Prior Registration Statement.

We are acting as counsel for the Company in connection with the sale by the Company and the Selling Stockholders of the Shares. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion, that (1) the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable, and (2) the Shares to be sold by the Selling Stockholders have been duly authorized and are validly issued, fully paid and are nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, of the reference to our firm under the caption "Experts" and of our report dated February 16, 2010, except for the stock split paragraph of Note 1 and the changes in capitalization paragraph of Note 10, as to which the date is March 5, 2010, relating to the consolidated financial statements of Maxlinear, Inc., included in the Registration Statement (Form S-1 No. 333-162947) and related Prospectus of MaxLinear, Inc.

/s/ Ernst & Young LLP

San Diego, California
March 23, 2010