

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 4, 2010**

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**MaxLinear, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-34666**  
(Commission  
File Number)

**14-1896129**  
(I.R.S. Employer  
Identification No.)

**2051 Palomar Airport Road, Suite 100, Carlsbad, California 92011**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (760) 692-0711**

**N/A**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition**

The information in this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On October 4, 2010, MaxLinear, Inc. issued a press release updating its third quarter outlook. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press release of MaxLinear, Inc., dated October 4, 2010 entitled “MaxLinear Revises Third Quarter Revenue Outlook”.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 4, 2010

MAXLINEAR, INC.

(Registrant)

By: \_\_\_\_\_ /S/ JOE D. CAMPA

**Joe D. Campa**  
**Vice President, Finance and Treasurer**  
**(Principal Financial Officer)**

\_\_\_\_\_ /S/ PATRICK E. MCCREADY

**Patrick E. McCready**  
**Chief Accounting Officer and Controller**  
**(Principal Accounting Officer)**

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of MaxLinear, Inc., dated October 4, 2010 entitled "MaxLinear Revises Third Quarter Revenue Outlook".



FOR IMMEDIATE RELEASE

**MaxLinear Revises Third Quarter Revenue Outlook**

**Carlsbad, California – October 4, 2010** – MaxLinear, Inc. (NYSE: MXL) today announced that it currently anticipates revenue for the quarter ended September 30, 2010 to be between \$18.4 million and \$18.6 million, compared with prior guidance between \$20.0 million and \$20.5 million. MaxLinear also announced that it expects gross margin percentage for the third quarter of 2010 to be modestly higher than originally forecast.

“Although we experienced quarter-over-quarter revenue growth, revenues in each of our consumer, cable, automotive, and mobile segments fell short of our beginning of the quarter estimates and our purchase order backlog at mid-quarter. As the quarter concluded, customers either reduced the amount of purchase orders within lead time or requested rescheduling of shipments. We believe that these shortfalls are related to the uncertainty in the current semiconductor market, leading us to revise our revenue guidance,” said Dr. Kishore Seendripu, president and CEO of MaxLinear.

Dr. Seendripu added: “While we fell short of our revenue forecast in the third quarter, we remain enthusiastic about our long-term growth prospects. We continue to focus on execution and the continued development of new products that will bring a unique advantage to our customers, addressing the increasing requirements for highly integrated, lower power and higher performance broadband radio-frequency and mixed-signal IC solutions.”

These financial results are preliminary and subject to MaxLinear’s customary quarterly closing and review procedures. No conference call will be held in conjunction with this press release.

MaxLinear will report its third quarter 2010 financial results and future outlook and hold its regularly scheduled conference call to discuss its results on Thursday, October 28, 2010.

Third Quarter Conference Call Details

Date: October 28, 2010  
Time: 1:30 p.m. Pacific Time / 4:30 p.m. Eastern Time  
Hosts: Kishore Seendripu, CEO / Joe Campa, VP Finance and Treasurer  
Dial in: US toll free: 1- 877-941-8418 / US toll: 1-480- 629-9809  
Access code: 4370650

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Please join the conference call at least ten minutes early to ensure that your line is connected.

A replay of the conference call will be available until November 11, 2010 at [www.investors.maxlinear.com](http://www.investors.maxlinear.com) or by dialing toll free 1-800-406-7325 or 1-303-590-3030 and referencing access code 4370650.

#### **About MaxLinear, Inc.**

MaxLinear, Inc. is a leading provider of radio-frequency and mixed-signal semiconductor solutions for broadband communication applications. MaxLinear's high performance RF receiver products capture and process digital and analog broadband signals to be decoded for various applications. MaxLinear's current products enable the display of broadband video in a wide range of electronic devices, including cable and terrestrial set top boxes, digital televisions, mobile handsets, personal computers, netbooks, and in-vehicle entertainment systems. MaxLinear is located in Carlsbad, California, and its address on the Internet is [www.maxlinear.com](http://www.maxlinear.com).

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#### **Cautionary Note About Forward-Looking Statements**

This press release contains "forward-looking" statements within the meaning of federal securities laws. Forward-looking statements provided in this press release include, among others, preliminary estimates of MaxLinear's revenues and gross margin percentage for the third quarter of fiscal 2010 and statements concerning its current views of prospects and trends in its product markets. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to be materially different from any future results expressed or implied by these forward-looking statements. In particular, MaxLinear's revenues and operating results for the third quarter are preliminary. MaxLinear is in the process of closing its books, and its financial statements will be subject to review by MaxLinear's finance organization and its independent registered public accounting firm. Actual reported third quarter 2010 revenue and gross margin percentage could vary significantly from MaxLinear's current expectations based on actual or revised information, subsequent events, and other factors. In addition, MaxLinear's revenues and operating results are subject to numerous risks and uncertainties relating to its business, and any estimates of future revenues or operating results are subject to assumptions concerning levels of business activity and expenses. Adverse macroeconomic conditions, reduced consumer spending, or reduced capital investment spending could each have an adverse impact on purchase decisions in MaxLinear's target markets and adversely affect its future revenues and revenue growth, if any. As a result, forecasting future financial results is difficult if not impossible. Risks and uncertainties to which MaxLinear's business and operating results are and will remain subject include, among others, uncertainties concerning how end user markets for its products will develop; the impact of macroeconomic trends on consumer and investment spending; its dependence on a limited number of customers for a substantial portion of revenues; its ability to continue to develop and introduce new and enhanced products on a timely basis; and potential decreases in average selling prices for its products. In addition to these risks and uncertainties, investors should review the risks and uncertainties contained in MaxLinear's filings with the United States Securities and Exchange Commission, including risks and uncertainties identified in the Quarterly Report on Form 10-Q filed with the SEC in July 2010.

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