

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 10, 2012

MaxLinear, Inc.

(Exact name of registrant as specified in its charter)

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**

(Address of principal executive offices)

92011
(Zip Code)

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

N/A

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

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))

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(c) Appointment of New Director; Compensation

Appointment of Director

Effective August 10, 2012, our board of directors appointed HK Desai to serve as a Class I director until our 2013 annual meeting of stockholders or until his successor is duly elected and qualified. Our board appointed Mr. Desai on the recommendation of our nominating and governance committee. Mr. Desai will also serve as a member of our audit and nominating and governance committees.

Mr. Desai, age 66, has served as chairman of the board of QLogic Corporation, a leading supplier of data, server, and storage networking infrastructure solutions, since 1999. He has served as executive chairman since November 2010. From January 1996 to November 2010, he served as QLogic's Chief Executive Officer. Mr. Desai also serves on the board of directors of Applied Micro Circuits Corporation, a provider of embedded processor technologies and data transport products, and Netlist, Inc., a provider of modular memory subsystems. Mr. Desai earned his B.S. in electrical engineering from Maharaja Sayajirao University in India and an M.S. in electrical engineering from the University of California, Berkeley.

On August 13, 2012, we issued a press release announcing Mr. Desai's appointment as director. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Director Compensation

As a non-employee director, Mr. Desai will be entitled to compensation under our policies for director compensation. Under our cash compensation policy, each non-employee director receives a base annual retainer of \$35,000. In addition, our lead director receives an additional annual retainer of \$25,000. Committee members receive additional annual cash compensation as follows: audit committee, \$9,000; compensation committee, \$6,000; and nominating and governance committee, \$3,000. Committee chairs receive, in addition to their compensation for being committee members, the following: audit committee, \$20,000; compensation committee, \$14,000; and nominating and governance committee, \$8,000.

In accordance with our equity compensation policy for non-employee directors and our 2010 Equity Incentive Plan, on August 10, 2012, we granted Mr. Desai an aggregate of 10,223 shares of our Class B Common Stock (vesting, assuming continued service, on the earlier to occur of May 1, 2013 or the date of our 2013 annual meeting of stockholders) and an additional 14,134 shares of Class B common stock (vesting, assuming continued service, in three annual installments on each of August 10, 2013, 2014, and 2015).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	MaxLinear, Inc. Press Release dated August 13, 2012.

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: August 13, 2012

MAXLINEAR, INC.

(Registrant)

By: /s/ Adam C. Spice

Adam C. Spice

Vice President and Chief Financial Officer



FOR IMMEDIATE RELEASE

HK Desai Joins MaxLinear Board

QLogic Executive Chairman Brings Extensive Growth Experience

Carlsbad, Calif. – August 13, 2012 – MaxLinear, Inc. (NYSE: MXL), a leading provider of integrated radio frequency (RF) and mixed-signal integrated circuits for broadband communication applications, today announced that HK Desai has been elected as the newest member of its board of directors.

Mr. Desai joins MaxLinear with vast experience in scaling growth-oriented technology businesses, including leadership and executive positions at QLogic (NASDAQ: QLGC), a leading provider of data, server, and storage networking infrastructure solutions. Mr. Desai has served as Chairman of the Board of QLogic since 1999, and as Executive Chairman since 2010. From 1996 until 2010, he served as QLogic's Chief Executive Officer. In these leadership roles, Mr. Desai focused QLogic's resources on developing new markets and customers, led the I/O industry in innovative technology development, diversified into new markets and drove additional growth through acquisitions.

"We are extremely pleased to welcome HK to the MaxLinear board of directors," said Kishore Seendripu, Ph.D., Chairman, and Chief Executive Officer of MaxLinear, Inc. "His experience and outstanding accomplishments in the very competitive networking and storage markets, and specifically his proven ability to profitably expand and scale into new businesses, is exactly what MaxLinear needs as we continue charting our path to growing the company and creating value for our customers and shareholders."

"I am excited to be able to combine my hard-fought experience in successfully growing new businesses with an outstanding technology platform such as MaxLinear," Mr. Desai commented. "MaxLinear's outstanding engineering talent and differentiated analog/RF architectures position it well to participate in exciting growth markets, and I look forward to helping steer Maxlinear's future."

About MaxLinear, Inc.

MaxLinear, Inc. is a leading provider of radio frequency and mixed-signal semiconductor solutions for broadband communication applications. MaxLinear is located in Carlsbad, California, and its address on the Internet is www.maxlinear.com.

MxL and the MaxLinear logo are trademarks of MaxLinear, Inc. Other trademarks appearing herein are the property of their respective owners.

Cautionary Note About Forward-Looking Statements

This press release contains “forward-looking” statements within the meaning of federal securities laws. Forward-looking statements include, among others, statements concerning or implying MaxLinear’s future financial performance, trends and growth opportunities affecting MaxLinear, and the ability of management personnel, including MaxLinear’s board of directors, to contribute to the growth of its business. These forward-looking 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. MaxLinear’s business, revenues, and operating results are and will be subject to numerous risks and uncertainties, including (among others), how end user markets for its products will develop; MaxLinear’s 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 (SEC), including risks and uncertainties identified in its Annual Report on Form 10-K for the year ended December 31, 2011 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2012. All forward-looking statements are qualified in their entirety by this cautionary statement. MaxLinear is providing this information as of the date of this release and does not undertake any obligation to update any forward-looking statements contained in this release as a result of new information, future events or otherwise.

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