
**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): July 1, 2016

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.)

5966 La Place Court, Suite 100, Carlsbad, California 92008
(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)

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 2.01. Completion of Acquisition or Disposition of Assets.

On May 9, 2016, MaxLinear, Inc. (“MaxLinear”) announced that it entered into an Asset Purchase Agreement (the “Asset Purchase Agreement”) with Broadcom Corporation (“Broadcom”), pursuant to which Broadcom agreed to sell (and to cause its applicable subsidiaries to sell) to MaxLinear (or to MaxLinear’s applicable subsidiaries) certain intellectual property, contracts, and other assets with respect to its wireless infrastructure backhaul business.

On July 1, 2016, MaxLinear and Broadcom consummated the transactions contemplated by the Asset Purchase Agreement. Pursuant to the terms of the Asset Purchase Agreement, MaxLinear (or MaxLinear’s applicable subsidiaries) paid a total of \$80.0 million to Broadcom (or to its applicable subsidiaries) as consideration for the assets acquired from Broadcom (or from its applicable subsidiaries). In addition, MaxLinear (or its applicable subsidiary) assumed certain specified liabilities of the wireless infrastructure backhaul business (including certain product warranty obligations) and will reimburse Broadcom (or its applicable subsidiary) for certain employment costs, in each case, as expressly set forth in the Asset Purchase Agreement.

The foregoing description of the Asset Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to a copy of the Asset Purchase Agreement, which was filed as Exhibit 10.1 to MaxLinear’s Current Report on Form 8-K filed on May 9, 2016, and is incorporated herein by reference.

Item 8.01. Other Events

On July 1, 2016, MaxLinear issued a press release announcing the consummation of the Asset Purchase Agreement. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.*(a) Financial statements of businesses acquired.*

Abbreviated financial statements of the wireless infrastructure backhaul business will be filed by amendment to this report no later than seventy-one (71) calendar days following the date that this report is required to be filed.

(b) Pro Forma Financial Information.

Unaudited abbreviated pro forma financial information will be filed by amendment to this report no later than seventy-one (71) calendar days following the date that this report is required to be filed.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated July 1, 2016.

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: July 1, 2016

MAXLINEAR, INC.

(Registrant)

By: /s/ Adam C. Spice

Adam C. Spice
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated July 1, 2016.



FOR IMMEDIATE RELEASE

**MaxLinear, Inc. Completes Acquisition
of Broadcom Corporation's Wireless Infrastructure Backhaul Business**

Transaction Accelerates Addressable Market Expansion Efforts in the Wireless Infrastructure Market

Carlsbad, Calif. – July 1, 2016 – MaxLinear, Inc. (NYSE: MXL), a leading provider of radio frequency (RF) and mixed-signal integrated circuits for cable and satellite broadband communications, the connected home, data center, metro, long-haul fiber networks, and wireless infrastructure today announced that it has completed its previously announced acquisition of certain assets and intellectual property related to the wireless infrastructure backhaul business of Broadcom Corporation, or Broadcom, for \$80.0 million in cash.

Management Commentary

“With today’s announcement of the completed acquisition of Broadcom’s wireless infrastructure backhaul business and the April 28, 2016 closing of the Microsemi Corporation’s wireless infrastructure access line business, as well as our own organic RF wireless infrastructure backhaul initiative, we are excited by the progression of our expanding footprint into the wireless infrastructure market. The channel synergies and customer relationships that come from both of these acquisitions, combined with MaxLinear’s CMOS RF design and integration capabilities, should accelerate MaxLinear’s total addressable market expansion efforts in the wireless infrastructure market, and lead to new levels of cost and power efficiency along with new levels of product performance in the wireless infrastructure market,” commented Kishore Seendripu, Ph.D., Chairman and CEO.

About MaxLinear, Inc.

MaxLinear, Inc. (NYSE:MXL), a leading provider of radio frequency (RF) and mixed-signal integrated circuits for cable and satellite broadband communications, the connected home, data center, metro, long-haul fiber networks, and wireless infrastructure markets. MaxLinear is headquartered in Carlsbad, California. For more information, please visit www.maxlinear.com.

MXL is MaxLinear’s registered trademark. Other trademarks appearing herein are the property of their respective owners.

Cautionary Note Concerning Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include, among others, statements concerning the anticipated impact of the completed acquisition of certain wireless infrastructure backhaul assets from Broadcom on our business, product portfolio, and future operating results. 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 the forward-looking statements. Forward-looking statements are based on management’s current, preliminary expectations and are subject to various risks and uncertainties. The acquisition presents particular risks associated with our ability to integrate the acquired business and maintain relationships with employees, customers, and vendors. In addition, our current expectations with respect to the size of the available market and growth

opportunities in future years are subject to substantial management assumptions that are themselves subject to material risks and uncertainties. Additional risks and uncertainties that could affect our assumptions and expectations with respect to the completed acquisitions that also generally affect our business, operating results, financial condition, and stock price, include intense competition in our industry; our dependence on a limited number of customers for a substantial portion of our revenues; uncertainties concerning how end user markets for our products will develop; potential uncertainties arising from continued consolidation among cable television and satellite operators in our target markets and continued consolidation among competitors within the semiconductor industry generally; our ability to develop and introduce new and enhanced products on a timely basis and achieve market acceptance of those products, particularly as we seek to expand outside of our historic markets; the success of our recently completed acquisitions; potential decreases in average selling prices for our products; risks relating to intellectual property protection and the prevalence of intellectual property litigation in our industry, including pending litigation against us by a third party in the United States District Court in Delaware; our reliance on a limited number of third party manufacturers; and our lack of long-term supply contracts and dependence on limited sources of supply. In addition to these risks and uncertainties, investors should review the risks and uncertainties contained in our filings with the Securities and Exchange Commission (SEC), including our most recent Annual Report on Form 10-K for the year ended December 31, 2015 as amended by Amendment No. 1 filed with the SEC on April 28, 2016; our subsequent Quarterly Report on Form 10-Q for the quarter ended March 31, 2016; and our Current Reports on Form 8-K. All forward-looking statements are based on the estimates, projections and assumptions of management as of July 1, 2016, and MaxLinear is under no obligation (and expressly disclaims any such obligation) to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

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