

# 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 * PRESIDIO MANAGEMENT GROUP VIII L L C	2. Date of Event Requiring Statement (Month/Day/Year) 03/23/2010	3. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)    ____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) ____ 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)

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#### 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)	Common Stock (1) (2)	3,653,501	\$ 0 (1)	I	Directly owned by USVP VIII (3)
Series A Convertible Preferred Stock	(1)	(1)	Common Stock (1) (2)	35,265	\$ 0 (1)	I	Directly owned by AFF VIII (3)
Series A Convertible Preferred Stock	(1)	(1)	Common Stock (1) (2)	33,767	\$ 0 (1)	I	Directly owned by EP VIII-A (3)
Series A Convertible Preferred Stock	(1)	(1)	Common Stock (1) (2)	17,117	\$ 0 (1)	I	Directly owned by EP VIII-B (3)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock (1) (2)	1,656,451	\$ 0 (1)	I	Directly owned by USVP VIII (3)
Series B Convertible	(1)	(1)	Common Stock (1)	15,988	\$ 0 (1)	I	Directly owned by

Preferred Stock			(2)				AFF VIII (3)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock (1) (2)	15,309	\$ 0 (1)	I	Directly owned by EP VIII-A (3)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock (1) (2)	7,760	\$ 0 (1)	I	Directly owned by EP VIII-B (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESIDIO MANAGEMENT GROUP VIII L L C 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
US VENTURE PARTNERS VIII L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP VIII AFFILIATES FUND L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII A L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII B L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
Connors Timothy J 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FU WINSTON S 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
KRAUSZ STEVEN M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
LIDDLE DAVID E 2735 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

## Signatures

Michael P. Maher - Attorney in Fact for each reporting person		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. 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, each share of Class B Common Stock will be convertible into one share of Class A Common Stock upon certain
- (2) transfers and at the option of the holder. On the seventh anniversary of the Registrant's initial public offering, the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock  
See additional Form 3 filed by Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Timothy Connors,
- (3) Irwin Federman, Winston S. Fu, Steven M. Krausz, David E. Liddle, Jonathan D. Root, Christopher Rust, Casey M. Tansey and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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