

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
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)

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, of principal executive offices)

**2010 EQUITY INCENTIVE PLAN
2010 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

**Kishore Seendripu, Ph.D.
2051 Palomar Airport Road, Suite 100
Carlsbad, California 92011**
(Name and address of agent for service)

(760) 692-0711
(Telephone number, including area code, of agent for service)

Copies to:
**Robert F. Kornegay
Daniel R. Koeppen
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
12235 El Camino Real, Suite 200
San Diego, California 92130
(858) 350-2300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock (\$0.0001 par value) under the 2010 Equity Incentive Plan				

Class A Common Stock (\$0.0001 par value) under the 2010 Employee Stock Purchase Plan	1,413,598 shares (2)	\$9.73 (3)	\$13,754,308.54	\$1,771.56
	441,749 shares (4)	\$8.27 (5)	\$3,653,264.23	\$470.54
TOTAL	1,855,347 shares		\$17,407,572.77	\$2,242.10

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under any of the listed plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
 - (2) Represents shares of Class A Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2010 Equity Incentive Plan (the "2010 EIP") on January 1, 2014 pursuant to an "evergreen" provision contained in the 2010 EIP. Pursuant to such provision, on January 1st of each fiscal year commencing in 2011 and ending on (and including) January 1, 2020, the number of shares authorized for issuance under the 2010 EIP is automatically increased by a number equal to the lesser of (i) 2,583,311 shares, (ii) four percent (4%) of the aggregate number of shares of Class A Common Stock and Class B Common Stock outstanding on December 31st of the preceding fiscal year, or (iii) a lesser number of shares that may be determined by the Registrant's Board of Directors or a duly authorized committee of the Board of Directors.
 - (3) Estimated in accordance with paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the total registration fee. Computation based upon the average of the high and low prices of the Class A Common Stock as reported on the New York Stock Exchange on March 24, 2014.
 - (4) Represents shares of Class A Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2010 Employee Stock Purchase Plan (the "2010 ESPP") on January 1, 2014 pursuant to an "evergreen" provision contained in the 2010 ESPP. Pursuant to such provision, on January 1st of each fiscal year commencing in 2011 and ending on (and including) January 1, 2020, the number of shares authorized for issuance under the 2010 ESPP is automatically increased by a number equal to the lesser of (i) 968,741 shares of Common Stock, (ii) one and a quarter percent (1.25%) of the outstanding shares of the Company's Class A Common Stock and Class B Common Stock on such date, or (iii) an amount determined by the Registrant's Board of Directors or a duly authorized committee of the Board of Directors.
 - (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the total registration fee. Computation based upon 85% (see explanation in following sentence) of the average of the high and low prices of our Class A Common Stock as reported on the New York Stock Exchange on March 24, 2014. Pursuant to the 2010 Employee Stock Purchase Plan, which plan is incorporated by reference herein, the purchase price of a share of Class A Common Stock shall be an amount equal to 85% of the fair market value of a share of Class A Common Stock on the Offering Date or the Exercise Date (each as defined in such plan), whichever is lower.
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INCORPORATION BY REFERENCE OF CONTENTS OF

REGISTRATION STATEMENT ON FORM S-8 NO. 333-165770, NO. 333-172418, NO. 333-180666 and NO. 333-187395

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plans are effective. The Registrant previously registered shares of its Class A Common Stock for issuance under the 2010 EIP and the 2010 ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on March 29, 2010 (File No. 333-165770), February 24, 2011 (File No. 333-172418), April 11, 2012 (File No. 333-180666) and March 20, 2013 (File No. 333-187395). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 this 28th day of March, 2014.

MAXLINEAR, INC.

By: /s/ Kishore Seendripu
Kishore Seendripu, Ph.D.
President and Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Kishore Seendripu, Ph.D., Adam C. Spice, and Justin Scarpulla, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 28, 2014
<u>/s/ Adam C. Spice</u> Adam C. Spice	Vice President and Chief Financial Officer (Principal Financial Officer)	March 28, 2014
<u>/s/ Justin Scarpulla</u> Justin Scarpulla	Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	March 28, 2014
<u>/s/ Curtis Ling</u> Curtis Ling, Ph.D.	Director and Chief Technical Officer	March 28, 2014
<u>/s/ Steven C. Craddock</u> Steven C. Craddock	Director	March 28, 2014
<u>/s/ HK Desai</u> HK Desai	Director	March 28, 2014
<u>/s/ Albert J. Moyer</u> Albert J. Moyer	Director	March 28, 2014
<u>/s/ Thomas E. Pardun</u> Thomas E. Pardun	Lead Director	March 28, 2014
<u>/s/ Donald E. Schrock</u> Donald E. Schrock	Director	March 28, 2014

MAXLINEAR, INC.

REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

**Exhibit
Number**

Description

- | | |
|------|--|
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation as to legality of original issuance securities being registered. |
| 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 (included as part of the signature page to this Registration Statement). |

Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation

March 28, 2014

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

Re: Registration Statement Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by you with the Securities and Exchange Commission on or about March 28, 2014, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,855,347 shares of your Class A Common Stock (the "Future Issuance Shares"), reserved for future issuance pursuant to the 2010 Equity Incentive Plan and the 2010 Employee Stock Purchase Plan (together, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Future Issuance Shares to be issued under the Plans.

It is our opinion that the Future Issuance Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements which accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,
WILSON SONSINIGOODRICH & ROSATI, P.C.
/s/ Wilson Sonsini Goodrich & Rosati, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2010 Equity Incentive Plan and the 2010 Employee Stock Purchase Plan of MaxLinear, Inc. of our reports dated February 6, 2014, with respect to the consolidated financial statements and schedule of MaxLinear, Inc. and the effectiveness of internal control over financial reporting of MaxLinear, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California
March 28, 2014