
**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): November 4, 2014

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 8.01. Other Events.

On November 4, 2014, MaxLinear, Inc. ("MaxLinear") issued a press release announcing the closing of its previously announced acquisition of Physpeed Co., Ltd. ("Physpeed"), as contemplated by the Agreement and Plan of Merger, dated as of October 5, 2014, by and among MaxLinear, Physpeed and other parties thereto. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

99.1 Press Release, dated November 4, 2014.

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 hereunto duly authorized.

Date: November 4, 2014

MAXLINEAR, INC.

(Registrant)

By: /s/ Adam C. Spice
Adam C. Spice
Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit

No. Description

99.1 Press Release, dated November 4, 2014.



FOR IMMEDIATE RELEASE

MaxLinear Completes Acquisition of Physpeed Co., Ltd.

*Transaction Accelerates Entry Into Enterprise and
Telecommunications Infrastructure Markets*

CARLSBAD and CAMARILLO, CALIF. – Nov. 4, 2014 – MaxLinear Inc. (NYSE: MXL), a leading provider of integrated radio frequency (RF) and mixed-signal integrated circuits for broadband communications applications, today announced that it has completed the acquisition of Physpeed Co., Ltd., a privately held developer of high-speed physical layer interconnect products addressing enterprise and telecommunications infrastructure market applications.

MaxLinear will pay approximately \$11.0 million in cash in exchange for all outstanding shares of capital stock and equity of Physpeed. A portion of the consideration payable to the former shareholders of Physpeed will be placed into escrow pursuant to the terms of the definitive merger agreement. In addition, the definitive merger agreement provides for potential earn-out consideration of up to \$750,000 to the former shareholders of Physpeed for the achievement of certain 2015 and 2016 revenue milestones. MaxLinear has also entered into retention and performance-based agreements with Physpeed employees for up to \$3.25 million to be paid in cash or shares of MaxLinear Class A common stock based on the achievement of 2015 and 2016 revenue milestones.

About MaxLinear, Inc.

MaxLinear, Inc. is a leading provider of radio-frequency and mixed-signal semiconductor solutions for broadband communications applications. MaxLinear is headquartered in Carlsbad, California. For more information, please visit www.maxlinear.com.

Cautionary Note About Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management's current, preliminary expectations relating to MaxLinear's acquisition of Physpeed; MaxLinear's attempt to expand its target addressable market; the potential for Physpeed's products and technologies; and financial and accounting consequences of the acquisition. These forward-looking statements are subject to various risks and uncertainties including (among others) our lack of experience integrating acquired businesses and technologies; potential delays in the development of Physpeed's products and technologies; the availability of new information that adversely affects the assumptions underlying our estimates of the growth potential of Physpeed's target markets; substantial variability in our quarter to quarter operating results; the potential impact of consolidation among cable operators on our business and operating results;

intense competition in our industry; the ability of our customers to cancel or reduce orders; uncertainties concerning how end user markets for our products will develop, including end markets for Physpeed's products; our lack of long-term supply contracts and dependence on limited sources of supply; potential decreases in average selling prices for our products; currently pending intellectual property litigation; and the potential for additional intellectual property litigation, which is prevalent in our industry. 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 our Quarterly Report on Form 10-Q for the Quarter ended September 30, 2014. 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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