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

FORM 8-K/A

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

Date of Report (Date of earliest event reported): April 28, 2016

MaxLinear, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-34666	14-1896129
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On April 28, 2016, MaxLinear, Inc. (“MaxLinear”) filed a Current Report on Form 8-K (the “Form 8-K”) disclosing that MaxLinear entered into an Asset Purchase Agreement (the “Asset Purchase Agreement”) with Microsemi Storage Solutions, Inc., formerly known as PMC-Sierra, Inc., (“Microsemi”) and consummated the transactions contemplated by the Asset Purchase Agreement. Pursuant to the Asset Purchase Agreement, Microsemi sold (and caused its applicable subsidiaries to sell) to MaxLinear (or to MaxLinear's applicable subsidiary designees) certain assets of Microsemi’s (or its applicable subsidiaries’) Wireless Infrastructure Access Line Business and MaxLinear (or MaxLinear’s applicable subsidiary designee) assumed certain liabilities associated with the Wireless Infrastructure Access Line Business. This amendment to the Form 8-K, or Form 8-K/A, is being filed for the purpose of satisfying MaxLinear's undertaking to file the financial statements and pro forma combined financial statements required by Item 9.01 of Form 8-K, and this Form 8-K/A should be read in conjunction with the Form 8-K. Except as set forth herein, no modifications have been made to information contained in the Form 8-K, and MaxLinear has not updated any information contained therein to reflect events that have occurred since the date of the Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Abbreviated Financial Statements of Business Acquired.

The audited abbreviated financial statements of the Wireless Infrastructure Access Line Business as of December 26, 2015 and for the year then ended, the notes related thereto and the related independent auditors’ report of Ernst & Young LLP, and the unaudited abbreviated financial statements of the Wireless Infrastructure Access Line Business as of April 3, 2016 and for the three months ended April 3, 2016 and March 28, 2015, and related notes thereto, are filed as Exhibit 99.1 to this report. The consent of Ernst & Young LLP is attached as Exhibit 23.1 hereto.

(b) Pro Forma Financial Information.

The unaudited pro forma combined balance sheet as of March 31, 2016 and the unaudited pro forma combined statements of operations of MaxLinear, Inc. and the Wireless Infrastructure Access Line Business for the year ended December 31, 2015 and for the three months ended March 31, 2016, and the notes related thereto, are filed as Exhibit 99.2 to this report.

(c) Exhibits.

Exhibit	Description
23.1	Consent of Ernst & Young LLP
99.1	Abbreviated financial statements of the Wireless Infrastructure Access Line Business as of and for the year ended December 26, 2015 (audited) and as of April 3, 2016 and for the three months ended April 3, 2016 and March 28, 2015 (unaudited)
99.2	Pro forma combined financial statements of MaxLinear, Inc. and the Wireless Infrastructure Access Line Business as of March 31, 2016 (unaudited) and for the three months then ended (unaudited) and for the year ended December 31, 2015(unaudited)

SIGNATURE

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: June 20, 2016	MAXLINEAR, INC.
	(Registrant)
	By: /s/ Adam C. Spice
	Adam C. Spice Chief Financial Officer (Principal Financial Officer)

EXHIBIT INDEX

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Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statements on Form S-8 (Nos. 333-165770, 333-172418, 333-180666, 333-187395, 333-194856, 333-203034, 333-204017 and 333-210418) of MaxLinear, Inc. of our report dated June 1, 2016, with respect to the abbreviated financial statements of the Wireless Infrastructure Access Line Business as of December 26, 2015 and for the year then ended, and included in this Current Report of MaxLinear, Inc. on Form 8-K/A dated June 20, 2016.

Vancouver, Canada
June 20, 2016

/s/ Ernst & Young LLP
Chartered Professional Accountants

Exhibit 99.1

ABBREVIATED FINANCIAL STATEMENTS

Wireless Infrastructure Access Line Business
Three Month Period Ended April 3, 2016 and March 28, 2015 (unaudited) and Year Ended December 26, 2015
With Report of Independent Auditors

Wireless Infrastructure Access Line Business

Abbreviated Financial Statements

Three Month Period Ended April 3, 2016 and March 28, 2015 (unaudited)
and Year Ended December 26, 2015

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INDEPENDENT AUDITORS' REPORT

To the Management of MaxLinear, Inc.

We have audited the accompanying abbreviated financial statements of the Wireless Infrastructure Access Line Business (the “Business”), which comprise the statement of assets acquired and liabilities assumed as of December 26, 2015, and the statement of net revenues and direct costs and operating expenses for the year then ended, and the related notes to the abbreviated financial statements.

Management's responsibility for the abbreviated financial statements
Management is responsible for the preparation and fair presentation of these abbreviated financial statements in accordance with United States generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of abbreviated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ responsibility
Our responsibility is to express an opinion on these abbreviated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the abbreviated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the abbreviated financial statements. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the abbreviated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity’s preparation and fair presentation of the abbreviated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the abbreviated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the abbreviated financial statements referred to above present fairly, in all material respects, the statement of assets acquired and liabilities assumed of the Wireless Infrastructure Access Line Business as of December 26, 2015, and the statement of net revenues and direct costs and operating expenses for the year then ended in accordance with United States generally accepted accounting principles.

Basis of accounting
As described in Note 2, the accompanying abbreviated financial statements have been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in an amendment to a Form 8-K to be filed by MaxLinear, Inc. and are not intended to be a complete presentation of assets, liabilities, revenues and expenses of the Wireless Infrastructure Access Line Business. Our opinion is not modified with respect to this matter.

Vancouver, Canada	/s/ Ernst & Young LLP
June 1, 2016	Chartered Professional Accountants

Wireless Infrastructure Access Line Business

Statement of Assets Acquired and Liabilities Assumed

(in thousands)

	April 3, 2016	December 26, 2015
	(Unaudited)	
Assets acquired		
Inventories, net	$ 620	$ 687
Property, plant and equipment, net	24	29
Total assets acquired	$ 644	$ 716
Liabilities assumed		
Accrued expenses	435	422
Total liabilities assumed	$ 435	$ 422
Net assets acquired	$ 209	$ 294

The accompanying notes are an integral part of these abbreviated financial statements.

Wireless Infrastructure Access Line Business
Statement of Net Revenues and Direct Costs and Operating Expenses
(in thousands)

	Three Month Period Ended April 3, 2016	Three Month Period Ended March 28, 2015	Year Ended December 26, 2015
	(Unaudited)	(Unaudited)	
Net revenues			
Product sales	$ 2,433	$ 1,041	$ 3,836
Direct costs and operating expenses			
Cost of goods sold	$ 973	$ 852	$ 2,468
Product development expense	1,233	2,357	6,991
Selling expense	264	1,030	2,980
Total direct costs and operating expenses	$ 2,470	$ 4,239	$ 12,439
Net revenues less direct costs and operating expenses	$ (37)	$ (3,198)	$ (8,603)

The accompanying notes are an integral part of these abbreviated financial statements.

1. Organization

The Wireless Infrastructure Access Line Business ("the Business"), was a component of a division of PMC-Sierra, Inc., ("PMC-Sierra") as of December 26, 2015. On January 15, 2016, PMC-Sierra was purchased by Lois Acquisition Corp, a wholly-owned subsidiary of Microsemi Corporation ("Microsemi"), and PMC-Sierra was renamed Microsemi Storage Solutions, Inc., refer to footnote 7 for further detail. The Business is a provider of radio frequency and mixed-signal integrated circuits for cable and satellite broadband communications, the connected home, and for data center, metro, and long-haul fiber networks.

Pursuant to an asset purchase agreement (the "APA") dated as of April 28, 2016 between Microsemi Storage Solutions, Inc. and MaxLinear, Inc. ("the Acquirer"), the Acquirer purchased operating assets related to the product lines of the Business including inventories, and property, plant and equipment and assumed certain select accrued liabilities of the Business in return for approximately $21 million in cash. The liabilities assumed, include, among other things, product warranty obligations, accrued vacation and severance obligations of employees of the Business that were rehired by the Acquirer. The acquired assets and assumed liabilities, together with the rehired employees, represent a business as defined in ASC Topic 805, *Business Combinations*. Hereinafter, the assets, liabilities and related business sold under the APA are referred to as the "Wireless Infrastructure Access Line Business." Simultaneously with the APA, the Acquirer also entered into a transition services agreement ("Service Agreement") with Microsemi. The Service Agreement includes services to be performed over a period of one to six months and include services such as information technology, help desk support, product engineering and security services. The Acquirer also entered into a six month lease agreement on April 28, 2016 with Microsemi, under which the Acquirer will lease a portion of the building in which the Wireless Infrastructure Access Line Business is located in Burnaby, Canada.

2. Significant Accounting Policies Description of the Business and Basis of Presentation

The accompanying abbreviated financial statements of the Wireless Infrastructure Access Line Business were prepared for the purpose of providing the Acquirer historical information to comply with the rules and regulations of the Securities and Exchange Commission under Rule 3-05 of Regulation S-X for inclusion in an amendment to a Form 8-K to be filed by the Acquirer. These statements are derived from Wireless Infrastructure Access Line Business's historical accounting records, which are in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). The Wireless Infrastructure Access Line Business abbreviated financial statements are not intended to be a complete presentation of the Wireless Infrastructure Access Line Business and are not necessarily indicative of the financial position, results of operations and cash flows that would have been achieved if the Wireless Infrastructure Access Line Business had operated as a separate, stand-alone business.

The Statements of Net Revenues and Direct Costs and Operating Expenses reflect only those revenues and costs directly attributable to the Wireless Infrastructure Access Line Business. Throughout the year ended as of December 26, 2015 and through the period ended January 14, 2016, the Wireless Infrastructure Access Line Business was controlled by PMC-Sierra. For the period from January 15, 2016 through April 3, 2016, the Wireless Infrastructure Access Line Business was controlled by Microsemi. The direct costs and operating expenses of the Wireless Infrastructure Access Line Business presented in these abbreviated financial statements include cost of goods sold related to the Wireless Infrastructure Access Line Business' sales, product development and selling expenses incurred by PMC-Sierra and Microsemi during periods that they controlled the Wireless Infrastructure Access Line Business that are directly attributed to products included in the Wireless Infrastructure Access Line Business. Corporate overhead, including items such as human resources, legal services, central engineering, information technology, accounting, compliance, finance, tax and treasury functions that are managed by PMC-Sierra and Microsemi have not been allocated to the Wireless Infrastructure Access Line Business in these abbreviated financial statements. Additionally, depreciation expense of assets not acquired, interest expense and income taxes have also been excluded from the abbreviated financial statements.

The preparation of complete statements of cash flows and statements of stockholder's equity was not practicable because of the integration of the Wireless Infrastructure Access Line Business into the total operations of PMC-Sierra and Microsemi prior to the divestiture of the Wireless Infrastructure Access Line Business. The following selected cash flow information has been prepared from cash flows related solely to cash flows used in or provided by changes in the specific assets and liabilities comprising the Wireless Infrastructure Access Line Business.

Selected Cash Flows Information (in thousands):

	Three Month Period Ended		Year Ended
	April 3, 2016	March 28, 2015	December 26, 2015
	(Unaudited)		
Net revenues less direct costs and operating expenses	$ (37)	$ (3,198)	$ (8,603)
Change in inventories	67	57	877
Change in accrued expenses	13	(37)	76
Selected operating cash flows	$ 43	$ (3,178)	$ (7,650)
Purchases of property, plant and equipment	—	—	—
Selected investing cash flows	—	—	—
Net selected cash flows	$ 43	$ (3,178)	$ (7,650)

The accompanying unaudited statements of assets acquired and liabilities assumed as of April 3, 2016 and the unaudited statements of net revenues and direct costs and operating expenses for the three month period ended April 3, 2016 and March 28, 2015 of the Wireless Infrastructure Access Line Business have been prepared in accordance with U.S. GAAP for interim financial information and the instructions to Article 10 of Regulation S-X. In the opinion of management, the interim unaudited abbreviated financial statements contain adjustments, including normal recurring accruals necessary for fair presentation. The excess of net revenues less direct costs and operating expenses are not necessarily indicative of the operating results that may be expected in future periods.

Use of Estimates
Preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Inventories
Inventories consist principally of finished goods and work in process and are stated at the lower of cost or market, using the first-in first-out method. The Wireless Infrastructure Access Line Business maintains provisions for excess and obsolete inventory. Management estimates these provisions based on historical experience and expected future results.

Property, Plant and Equipment
Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the straight-line method over the estimated useful life of the asset. The estimated useful lives are as follows:

Furniture and fixtures	7 years
Lab equipment	3 years
Computer software	3 years

Accrued Warranty
The Wireless Infrastructure Access Line Business provides a limited warranty on its products and accrues for the expected cost at the time of shipment. The Wireless Infrastructure Access Line Business estimates its warranty costs based on historical failure rates and related repair or replacement costs.

Revenue Recognition
Revenue is recognized on product sales when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. Revenue is recognized when the goods are shipped directly to the customers at the time of shipping as that is when title passes and all revenue recognition criteria specified above are met. Revenue is recognized net of estimated returns and allowances.

Cost of Goods Sold
Cost of goods sold consists primarily of product and product-related costs, vendor consideration, freight and handling costs.

Product Development Expense

Product development costs are charged to operations when incurred and are included in direct costs and operating expenses. Product development costs consist of the cost of personnel, depreciation, material, and related costs to develop and launch new products.

Selling Expenses

Selling expenses are charged to operations when incurred and are included in direct costs and operating expenses. Selling expenses consist of the cost of personnel and related costs to run the Business.

Foreign Currency Translation

The activities of the Business are accounted for in their respective local currency. The assets and liabilities in these operations are translated to U.S. dollars at the period-end exchange rates. Revenue and direct cost and operating expense accounts are translated to U.S. dollars using the average exchange rates prevailing during the period.

3. Inventories, net

Inventories are summarized as follows (in thousands):

	April 3, 2016	December 26, 2015
	(Unaudited)	
Finished goods and work in process	$ 664	$ 731
Less provision for excess and obsolescence	(44)	(44)
	$ 620	$ 687

4. Property, Plant & Equipment

Property and equipment are summarized as follows (in thousands):

	April 3, 2016	December 26, 2015
	(Unaudited)	
Lab equipment	$ 53	$ 53
Furniture and fixtures	3	3
Computer software	4	4
Accumulated depreciation	(36)	(31)
	$ 24	$ 29

5. Accrued Expenses

Accrued expenses are summarized as follows (in thousands):

	April 3, 2016	December 26, 2015
	(Unaudited)	
Warranty	$ 12	$ 9
Employee liabilities	423	413
	$ 435	$ 422

6. Commitment and Contingencies

The Business has been and may continue to be subject to claims that arise from time to time in the ordinary course of business, including those involving product liability, intellectual property, commercial, employment, and antitrust matters.

7. Subsequent Events

On January 15, 2016, pursuant to the terms of an Agreement and Plan of Merger dated November 24, 2015 (the "Merger Agreement") by and among Microsemi, and PMC-Sierra, Microsemi accepted for exchange all of the outstanding shares of common stock, par value $0.001 per share, of PMC-Sierra (the "PMC-Sierra Shares") at a purchase price per PMC-Sierra Share of $9.22 in cash and 0.0771 shares of Microsemi common stock, par value $0.20 per share, together with cash in lieu of any fractional shares of Microsemi common stock, without interest and less any applicable withholding taxes (the "Transaction Consideration"). On the same date, pursuant to the terms and conditions of the Merger Agreement, Microsemi completed its acquisition of PMC-Sierra when Microsemi merged with and into PMC-Sierra, with PMC-Sierra surviving as a wholly owned subsidiary of Microsemi (the "Merger"). At the effective time of the Merger, each PMC-Sierra Share outstanding (other than PMC-Sierra Shares directly owned by PMC-Sierra, Microsemi, or other subsidiaries of Microsemi, which were cancelled and ceased to exist, and PMC-Sierra Shares held by stockholders that are entitled to and properly demand appraisal of such PMC-Sierra Shares under the Delaware General Corporation Law), was converted into the right to receive the Transaction Consideration. Following the effective time of the Merger, PMC-Sierra's name was changed to Microsemi Storage Solutions, Inc. The aggregate consideration to be paid to stockholders and other equity holders of PMC-Sierra by Microsemi to acquire PMC-Sierra was approximately $1.9 billion in cash plus approximately 18.9 million shares of Microsemi common stock (including approximately 2.9 million shares of Microsemi common stock underlying restricted stock units measured in Microsemi common stock that were issued in connection with the Merger in exchange for unvested restricted stock units based on PMC-Sierra common stock and approximately 6,000 shares of Microsemi common stock underlying the special shares of Microsemi Storage Solutions Ltd. (formerly known as PMC-Sierra Ltd.), without giving effect to related transaction fees and expenses).

Pursuant to the APA mentioned heretofore and dated as of April 28, 2016 between Microsemi and MaxLinear, Inc., MaxLinear, Inc. purchased operating assets related to the product lines of the Wireless Infrastructure Access Line Business including inventories, and property, plant and equipment and assumed certain select accrued liabilities of Wireless Infrastructure Access Line Business in return for approximately $21 million in cash.

Exhibit 99.2

Explanatory Note

On April 28, 2016, MaxLinear, Inc., or MaxLinear, entered into an asset purchase agreement with Microsemi Storage Solutions, Inc., formerly known as PMC-Sierra, Inc., or Microsemi, and consummated the transactions contemplated by the asset purchase agreement. MaxLinear paid cash consideration of $21.0 million for the purchase of certain assets of Microsemi's Wireless Infrastructure Access Line Business, and the assumption of certain liabilities. The liabilities assumed include, among other things, product warranty obligations and accrued vacation and severance obligations for employees of the Wireless Infrastructure Access Line Business that were rehired by MaxLinear. The acquired assets and liabilities, together with the rehired employees, represent a business as defined in ASC 805, *Business Combinations*.

MaxLinear is filing the following unaudited pro forma combined financial statements of MaxLinear and the Wireless Infrastructure Access Line Business pursuant to certain requirements of Rule 3-05 of SEC Regulation S-X, as required to be filed pursuant to Item 9.01 of Form 8-K. The proforma combined financial statements as of and for the three months ended March 31, 2016 are based on the historical unaudited consolidated financial statements of MaxLinear as of and for the three months ended March 31, 2016 included in MaxLinear's Quarterly Report on Form 10-Q filed by MaxLinear with the SEC on May 9, 2016, or the Quarterly Report, and the unaudited abbreviated financial statements of the Wireless Infrastructure Access Line Business as of and for the three months ended April 3, 2016, as filed as Exhibit 99.1 to this Amendment to the Current Report on Form 8-K, or Form 8-K/A, after giving effect to MaxLinear's acquisition of certain operational assets and certain liabilities relating to the Wireless Infrastructure Access Line Business, and includes the assumptions and adjustments as described in the accompanying notes hereto. The proforma combined financial statements for the year ended December 31, 2015 are based on the historical audited consolidated financial statements of MaxLinear as of and for the year ended December 31, 2015 included in MaxLinear's Annual Report on Form 10-K filed by MaxLinear with the Securities and Exchange Commission, or the SEC, on February 17, 2016, as amended by Amendment No. 1 filed with the SEC on April 28, 2016, or the Annual Report, and the audited abbreviated financial statements of the Wireless Infrastructure Access Line Business as of and for the year ended December 26, 2015, as filed as Exhibit 99.1 to this Form 8-K/A, after giving effect to MaxLinear's acquisition of certain operational assets and certain liabilities relating to the Wireless Infrastructure Access Line Business, and includes the assumptions and adjustments as described in the accompanying notes hereto.

The unaudited pro forma combined balance sheet as of March 31, 2016 is presented as if the acquisition of the Wireless Infrastructure Access Line Business had occurred on March 31, 2016. The unaudited pro forma combined statement of operations for the year ended December 31, 2015 and the three months ended March 31, 2016 gives effect to the acquisition as if it occurred on January 1, 2015. The unaudited pro forma combined consolidated financial statements are not intended to represent or be indicative of the consolidated financial condition of the proposed combined entity that would have been reported if the acquisition had been consummated on January 1, 2015. In addition, the unaudited pro forma combined consolidated financial statements do not purport to project the financial position or results of the consolidated company as of the end of its fiscal year ending December 31, 2016, or of any other future periods.

The unaudited pro forma combined consolidated balance sheet has been prepared using the acquisition method of accounting. The estimated fair values of the acquired assets and assumed liabilities as of the date of acquisition, which are based on estimates and assumptions of MaxLinear, the consideration paid and the entries to record the direct transaction costs incurred are reflected therein. As explained in more detail in the accompanying notes to the unaudited pro forma combined financial statements, the total purchase price of approximately $21.0 million to acquire the Wireless Infrastructure Access Line Business has been allocated to the assets acquired and assumed liabilities of the Wireless Infrastructure Access Line Business based upon preliminary estimated fair values at the date of acquisition. Independent valuation specialists have conducted analyses in order to assist management of MaxLinear in determining the fair values of the selected assets. MaxLinear’s management is responsible for these internal and third party valuations and appraisals. MaxLinear is continuing to finalize the valuations of these net assets. The fair value allocation consists of preliminary estimates and analyses and is subject to change upon the finalization of the appraisals and other valuation analyses, which is expected to be completed by the time of MaxLinear’s filing of its Annual Report on Form 10-K with the SEC for its fiscal year ended December 31, 2016. Although the final determination may result in asset and liability fair values that are different than the preliminary estimates of these amounts included herein, it is not expected that those differences will be material to an understanding of the impact of this transaction on the financial results of MaxLinear.

The unaudited pro forma combined financial statements of MaxLinear and the Wireless Infrastructure Access Line Business should be read in conjunction with the Current Report on Form 8-K filed on April 28, 2016, the historical audited consolidated financial statements and accompanying notes thereto of MaxLinear contained in its Annual Report, the historical unaudited consolidated financial statements and accompanying notes thereto of MaxLinear contained in its Quarterly Report and the abbreviated financial statements for the Wireless Infrastructure Access Line Business as of and for the year ended December 26, 2015 (audited) and as of and for the three months ended April 3, 2016 (unaudited), included as Exhibit 99.1 to this Form 8-K/A.

MaxLinear, Inc. and Wireless Infrastructure Access Line Business
Unaudited Pro Forma Combined Balance Sheet
As of March 31, 2016
(in thousands)

	MaxLinear, Inc.	Wireless Infrastructure Access Line Business	Pro Forma Adjustments Total	Notes	Pro Forma Combined
Assets					
Current assets:					
Cash and cash equivalents	$ 76,840	$ —	$ (21,624)	*(a)*	$ 55,216
Short-term investments, available-for-sale	73,210	—	—		73,210
Accounts receivable, net	41,040	—	—		41,040
Inventory	29,421	620	401	*(b)*	30,442
Prepaid expenses and other current assets	6,185	—	—		6,185
Total current assets	226,696	620	(21,223)		206,093
Property and equipment, net	21,538	24	(3)	*(c)*	21,559
Long-term investments, available-for-sale	16,782	—	—		16,782
Intangible assets	49,293	—	13,600	*(d)*	62,893
Goodwill	49,779	—	6,826	*(e)*	56,605
Other long-term assets	2,169	—	—		2,169
Total assets	$ 366,257	$ 644	$ (800)		$ 366,101
Liabilities and stockholders' equity					
Current liabilities:					
Accounts payable	$ 7,818	$ —	$ —		$ 7,818
Deferred revenue and deferred profit	6,523	—	—		6,523
Accrued price protection liability	18,443	—	—		18,443
Accrued expenses and other current liabilities	17,269	12	—		17,281
Accrued compensation	13,221	423	33	*(c)*	13,677
Total current liabilities	63,274	435	33		63,742
Deferred rent	10,195	—	—		10,195
Other long-term liabilities	4,773	—	—		4,773
Total stockholders' equity	288,015	—	(624)	*(a)*	287,391
Total liabilities and stockholders' equity	$ 366,257	$ 435	$ (591)		$ 366,101

See accompanying notes to unaudited pro forma combined financial statements.

MaxLinear, Inc. and Wireless Infrastructure Access Line Business
Unaudited Pro Forma Combined Statement of Operations
For the Three Months Ended March 31, 2016
(in thousands, except per share data)

	MaxLinear, Inc.	Wireless Infrastructure Access Line Business	Pro Forma Adjustments	Notes	Pro Forma Combined
Net revenue	$ 102,685	$ 2,433	$ —		$ 105,118
Cost of net revenue	41,515	973	307	*(f)*	42,795
Gross profit	61,170	1,460	(307)		62,323
Operating expenses:					
Research and development	23,752	1,233	2	*(h)*	24,987
Selling, general and administrative	13,610	264	299	*(f)*	14,173
Restructuring	2,106	—	—		2,106
Total operating expenses	39,468	1,497	301		41,266
Income (loss) from operations	21,702	(37)	(608)		21,057
Interest income	170	—	—		170
Other expense, net	(198)	—	—		(198)
Income (loss) before income taxes	21,674	(37)	(608)		21,029
Provision for income taxes	2,558	—	32	*(i)*	2,590
Net income (loss)	$ 19,116	$ (37)	$ (640)		$ 18,439
Net income per share:					
Basic	$ 0.31				$ 0.29
Diluted	$ 0.29				$ 0.28
Shares used to compute net income per share:					
Basic	62,585				62,585
Diluted	65,818				65,818

See accompanying notes to unaudited pro forma combined financial statements.

MaxLinear, Inc. and Wireless Infrastructure Access Line Business
Unaudited Pro Forma Combined Statement of Operations
For the Year Ended December 31, 2015
(in thousands, except per share data)

	MaxLinear, Inc.	Wireless Infrastructure Access Line Business	Pro Forma Adjustments	Notes	Pro Forma Combined
Net revenue	$ 300,360	$ 3,836	$ —		$ 304,196
Cost of net revenue	144,937	2,468	1,565	*(f)(g)*	148,970
Gross profit	155,423	1,368	(1,565)		155,226
Operating expenses:					
Research and development	85,405	6,991	7	*(h)*	92,403
Selling, general and administrative	77,981	2,980	1,696	*(f)*	82,657
Impairment losses	21,600	—	—		21,600
Restructuring	14,086	—	—		14,086
Total operating expenses	199,072	9,971	1,703		210,746
Loss from operations	(43,649)	(8,603)	(3,268)		(55,520)
Interest income	275	—	—		275
Other income, net	468	—	—		468
Loss before income taxes	(42,906)	(8,603)	(3,268)		(54,777)
Provision for income taxes (income tax benefit)	(575)	—	182	*(i)*	(393)
Net loss	$ (42,331)	$ (8,603)	$ (3,450)		$ (54,384)
Net loss per share:					
Basic	$ (0.79)				$ (1.02)
Diluted	$ (0.79)				$ (1.02)
Shares used to compute net loss per share:					
Basic	53,378				53,378
Diluted	53,378				53,378

See accompanying notes to unaudited pro forma combined financial statements.

1. Description of Transaction

On April 28, 2016, MaxLinear, Inc., or MaxLinear, entered into an asset purchase agreement with Microsemi Storage Solutions, Inc., formerly known as PMC-Sierra, Inc., or Microsemi, and consummated the transactions contemplated by the asset purchase agreement. MaxLinear paid cash consideration of $21.0 million for the purchase of certain assets of Microsemi's Wireless Infrastructure Access Line Business, and assumed certain liabilities. The assets acquired include, among other things, radio frequency and analog/mixed signal patents and other intellectual property, in-production and next-generation RF transceiver designs, a workforce-in-place, and other intangible assets, as well as tangible assets that include but are not limited to production masks and other production related assets, inventory, and other property, plant and equipment. The liabilities assumed include, among other things, product warranty obligations and accrued vacation and severance obligations for employees of the Wireless Infrastructure Access Line Business that were rehired by MaxLinear. The acquired assets and assumed liabilities, together with the rehired employees, represent a business as defined in ASC Topic 805, *Business Combinations*.

MaxLinear intends to integrate the acquired assets and rehired employees into MaxLinear's existing business. The asset purchase agreement also contains customary representations, warranties and covenants, including non-competition, non-solicitation, and indemnification provisions set forth therein. In connection with the acquisition, MaxLinear entered into a transition services agreement with Microsemi for the purpose of Microsemi providing interim operations, engineering and general and administrative support to MaxLinear, and a six-month lease for the facility used by the Wireless Infrastructure Access Line Business in Burnaby, British Columbia, Canada (Note 6).

2. Basis of Presentation

The unaudited pro forma combined financial data included herein was prepared in accordance with SEC Regulation S-X Article 11 and is based on the historical consolidated financial statements of MaxLinear and the abbreviated financial statements derived from the accounting records of the Wireless Infrastructure Access Line Business, adjusted using the acquisition method of accounting. Historically, the Wireless Infrastructure Access Line Business did not maintain certain distinct and separate accounts from other products at Microsemi. Consequently, full separate financial statements did not exist. The abbreviated financial statements of the Wireless Infrastructure Access Line Business were prepared solely for the purpose of complying with the requirements of Rule 3-05 of SEC Regulation S-X. The abbreviated financial statements include statements of net revenues and direct costs and operating expenses, which reflect only revenues, costs, and operating expenses directly attributed to products included in the Wireless Infrastructure Access Line Business and exclude corporate overhead, depreciation of assets not acquired, interest expense and income taxes. MaxLinear is not currently aware of any significant accounting policy differences between MaxLinear and the Wireless Infrastructure Access Line Business, but as further information becomes available, such policy differences may be identified and could result in significant differences from the unaudited pro forma combined financial statements.

The acquisition method of accounting requires, among other things, that assets and liabilities acquired be recognized at their fair values as of the acquisition date. Financial statements of MaxLinear issued after completion of the acquisition of the Wireless Infrastructure Access Line Business will reflect such fair values, measured as of the acquisition date, which may be different than the estimated fair values included in these unaudited pro forma combined financial statements. In addition, consideration transferred is required to be measured at the closing date of the acquisition of the Wireless Infrastructure Access Line Business at the then-current fair value, which could result in acquisition consideration that is different from the amount assumed in these unaudited pro forma combined financial statements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers unrelated to MaxLinear in the principal (or the most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. As a result of these standards, MaxLinear may be required to record assets which are not intended to be used or sold and/or to value assets at fair value measures that do not reflect MaxLinear’s intended use of those assets. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Acquisition-related transaction costs (such as advisory, legal, valuation and other professional fees) are not included as a component of acquisition consideration. Such costs are expensed in the periods incurred. MaxLinear expects to incur total acquisition-related transaction costs of approximately $0.6 million.

3. Preliminary Purchase Price Allocation

The following is an allocation of purchase price as of the April 28, 2016 acquisition closing date based upon a preliminary estimate of the fair value of the assets acquired and the liabilities assumed by MaxLinear in the acquisition (in thousands):

Description		Amount
Fair value of consideration transferred:		
Cash	$	21,000
Preliminary purchase price allocation:		
Inventory	$	1,021
Property, plant and equipment		21
Identifiable intangible assets		13,600
Warranty obligations		(12)
Accrued expenses		(456)
Identifiable net assets acquired	$	14,174
Goodwill		6,826
Total purchase price	$	21,000

The estimated fair value of assets acquired and liabilities assumed performed for the purposes of these unaudited pro forma combined financial statements was primarily limited to the preliminary identification and valuation of intangible assets and inventory by independent valuation specialists. Estimates of fair value require management to make significant estimates and assumptions which are preliminary and subject to change upon finalization of the valuation analysis. Although final determination may result in different asset and liability fair values, it is not expected that such differences will be material to understanding the impact of the transaction on the financial results of MaxLinear. The goodwill recognized is attributable primarily to the acquired workforce, expected synergies, and other benefits that MaxLinear believes will result from integrating the operations of the Wireless Infrastructure Access Line Business with the operations of MaxLinear.

The following is a discussion of the adjustments made to the Wireless Infrastructure Access Line Business's assets and liabilities in connection with the preparation of these unaudited pro forma combined financial statements:

4. Adjustments to Unaudited Pro Forma Combined Balance Sheet and Statements of Operations

The following summary of adjustments included in the pro forma combined financial statements:

(a) To record the reduction of MaxLinear's cash as a result of the consideration paid to Microsemi of $21.0 million and approximately $0.6 million in estimated transaction costs.

(b) To record the preliminary purchase accounting adjustments related to assigning a fair value to the acquired inventory, which included, among other things, an adjustment to inventory, commonly referred to as "stepped-up value," of approximately $0.4 million, representing the estimated capitalized manufacturing profit in acquired inventory.

(c) Represents activity in the balances from the March 31, 2016 pro forma combined balance sheet date to the April 28, 2016 acquisition date. Such activity is contemplated in the allocation of purchase price as of the acquisition date.

(d) To record the preliminary fair value of the acquired intangibles of $13.6 million.

(e) To record the preliminary fair value of goodwill resulting from the excess of consideration paid over the valuation of the net assets acquired. Goodwill resulting from the acquisition is not amortized, and will be assessed for impairment at least annually.

(f) To record additional amortization expense related to intangible assets as if the acquisition occurred on January 1, 2015 based on preliminary estimates of the useful lives of the finite-lived intangible assets. In the unaudited combined statements of operations, cost of net revenue has been adjusted to reflect incremental amortization expense of $0.3 million and $1.2 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively, and selling, general and administrative expense has been adjusted to reflect incremental amortization expense of $0.3 million and $1.7 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively.

(g) To record the estimated step-up of acquired inventory from book value to preliminary fair value. The fair value step-up of inventory resulted in an increase in cost of sales on the unaudited pro forma combined statements of operations of $0.3 million for the year ended December 31, 2015.

(h) Acquired property, plant and equipment will be depreciated over the estimated remaining useful life, which is approximately 3 years on a weighted average basis. Research and development expense in the unaudited pro forma combined statement of operations has been adjusted to reflect incremental depreciation expense for the three months ended March 31, 2016 and for the year ended December 31, 2015.

(i) To record estimated income taxes for the three months ended March 31, 2015 and the year ended December 31, 2015 based on the effective tax rates in the foreign jurisdictions in which the acquired business operates.

5. Significant Accounting Policies

Inventory

Acquired inventory consists principally of work in process and finished goods and is stated at fair market value upon acquisition. Acquired inventory is presented net of excess and obsolete provisions.

Property, Plant and Equipment, Net

Acquired property, plant and equipment consists principally of laboratory equipment and is stated at fair market value upon acquisition.

Intangible Assets

Identifiable intangible assets acquired include both a finite-lived intangible assets and in-process research and development, or IPR&D. The fair value of intangible assets is based on management's preliminary valuation as of the acquisition date. Estimated useful lives (where relevant for the purposes of these unaudited proforma combined financial statements) are based on the time periods during which the intangibles are expected to result in substantial incremental cash flows. Such estimates are preliminary and subject to change.

The preliminary fair value of finite-lived intangible assets and in-process research and development, or IPR&D, of approximately $13.6 million was determined using the income approach. Under the income approach, an intangible asset's fair value is equal to the present value of future economic benefits to be derived from ownership of the asset. Indications of value are developed by discounting future net cash flows to their present value at market-based rates of return. More specifically, the fair value of the developed technology, IPR&D and backlog assets was determined using the multi-period excess earnings method, or MPEEM. MPEEM is an income approach to fair value measurement attributable to a specific intangible asset being valued from the asset grouping's overall cash-flow stream. MPEEM isolates the expected future discounted cash-flow stream to its net present value. Significant factors considered in the calculation of the developed technology and IPR&D intangible assets were the risks inherent in the development process, including the likelihood of achieving technological success and market acceptance. Each project was analyzed to determine the unique technological innovations, the existence and reliance on core technology, the existence of any alternative future use or current technological feasibility and the complexity, cost, and time to complete the remaining development. Future cash flows for each project were estimated based on forecasted revenue and costs, taking into account the expected product life cycles, market penetration, and growth rates. Developed technology will begin amortization immediately. The fair value of in-process research and development was capitalized as of the acquisition date and is subsequently accounted for as an indefinite-lived intangible asset until completion or abandonment of the associated research and development efforts. Accordingly, during the development period after the completion of the acquisition, these assets will not be amortized into earnings; instead, these assets will be subject to periodic impairment testing. IPR&D will begin amortization upon the completion of each project. If any of the projects are abandoned, MaxLinear will be required to impair the related IPR&D asset.

The table below details MaxLinear's estimated amortization expense for the next five fiscal years and thereafter of the finite-lived intangible assets acquired by Maxlinear as of December 31, 2015 as if the acquisition had occurred on January 1, 2015:

Year ended December 31,		**Amount**
2016	$	2,424,405
2017		2,036,905
2018		1,228,572
2019		1,228,572
2020		1,228,571
Thereafter		1,228,571
	$	9,375,596

Warranty

The Wireless Infrastructure Access Line Business provides a limited warranty on its products and accrues for the expected cost at the time of shipment. The Wireless Infrastructure Access Line Business estimates its warranty costs based on historical failure rates and related repair or replacement costs.

6. Commitments and Contingencies

On April 28, 2016, MaxLinear entered into a six-month lease agreement with Microsemi, under which MaxLinear will lease a portion of the facility used by the Wireless Infrastructure Access Line Business located in Burnaby, British Columbia, Canada. Total future minimum lease payments under this lease are approximately $0.1 million. MaxLinear is not responsible for any obligations of the Wireless Infrastructure Access Line Business incurred by Microsemi or PMC-Sierra prior to April 28, 2016, other than the assumed liabilities which include warranty obligations for products sold prior to closing of the acquisition, vacation liability and severance obligation of the rehired employees, or related to matters disclosed in the statement of assets acquired and liabilities assumed of the Wireless Infrastructure Access Line Business as of March 31, 2016 (as filed as Exhibit 99.1 to this Form 8-K/A). The liabilities assumed include management's estimate of warranty obligation and vacation liability. Actual amounts paid or to be paid could differ from these estimates.