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): July 1, 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 July 1, 2016, MaxLinear, Inc. ("MaxLinear") filed a Current Report on Form 8-K (the "Form 8-K") disclosing that pursuant to the May 9, 2016 Asset Purchase Agreement (the "Asset Purchase Agreement") with Broadcom Corporation ("Broadcom"), MaxLinear and Broadcom consummated the transactions contemplated by the Asset Purchase Agreement. Pursuant to the Asset Purchase Agreement, Broadcom sold (and caused its applicable subsidiaries to sell) to MaxLinear (or to MaxLinear's applicable subsidiary designees) certain assets of Broadcom's (or its applicable subsidiaries') wireless infrastructure backhaul business and MaxLinear (or MaxLinear's applicable subsidiary designee) assumed certain liabilities associated with the wireless infrastructure backhaul 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 condensed 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) Financial Statements of Business Acquired.

The audited abbreviated financial statements of the wireless infrastructure backhaul business as of December 31, 2015 and for the year then ended, the notes related thereto and the related report of independent certified public accountants, and the unaudited abbreviated financial statements of the wireless infrastructure backhaul business as of June 30, 2016 and for the six months ended June 30, 2016 and 2015, and related notes thereto, are filed as Exhibit 99.1 to this report. The consent of independent certified public accountants is attached as Exhibit 23.1 hereto.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined balance sheet as of June 30, 2016 and the unaudited pro forma condensed combined statements of operations of MaxLinear, Inc., the wireless infrastructure access business, which MaxLinear acquired from Microsemi Storage Solutions, Inc. on April 28, 2016, and the wireless infrastructure backhaul business for the year ended December 31, 2015 and for the six months ended June 30, 2016, and the notes related thereto, are filed as Exhibit 99.2 to this report.

(c) Exhibits.

Exhibit	Description
23.1	Consent of Independent Certified Public Accountants
99.1	Abbreviated financial statements of the wireless infrastructure backhaul business and supplemental schedule as of and for the year ended December 31, 2015 (audited) and as of June 30, 2016 (unaudited) and for the six months ended June 30, 2016 and 2015 (unaudited)
99.2	Pro forma condensed combined financial statements of MaxLinear, Inc., the wireless infrastructure access business, and the wireless infrastructure backhaul business as of June 30, 2016 (unaudited) and for the six 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: September 12, 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 CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated September 12, 2016, with respect to the abbreviated financial statements of the wireless infrastructure backhaul business included in this Current Report of MaxLinear, Inc. on Form 8-K/A. We consent to the incorporation by reference of said report in the Registration Statements of MaxLinear, Inc. on Forms S-8 (Nos. 333-165770, 333-172418, 333-180666, 333-187395, 333-194856, 333-203034, 333-204017 and 333-210418).

/s/ Grant Thornton LLP
Irvine, California
September 12, 2016

Exhibit 99.1

ABBREVIATED FINANCIAL STATEMENTS

Wireless Infrastructure Backhaul Business
Six-Month Periods Ended June 30, 2016 and 2015 (unaudited) and Year Ended December 31, 2015
With Report of Independent Certified Public Accountants

Exhibit 99.1

Wireless Infrastructure Backhaul Business

Abbreviated Financial Statements

Six-Month Periods Ended June 30, 2016 and 2015 (unaudited)
and Year Ended December 31, 2015

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Exhibit 99.1

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors of MaxLinear, Inc.

We have audited the accompanying abbreviated financial statements of the wireless infrastructure backhaul business (the "Business"), which comprise the statement of assets acquired and liabilities assumed as of December 31, 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 accounting principles generally accepted in the United States of America; 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 of America. 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 auditor considers 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 significant 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 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 backhaul business as of December 31, 2015, and the statement of net revenues and direct costs and operating expenses for the year then ended in accordance with accounting principles generally accepted in the United States of America.

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 backhaul business. Our opinion is not modified with respect to this matter.

/s/ Grant Thornton, LLP
Irvine, California
September 12, 2016

Wireless Infrastructure Backhaul Business

Statements of Assets Acquired and Liabilities Assumed
(in thousands)

	June 30, 2016	December 31, 2015
	(Unaudited)	
Assets acquired		
Inventories, net	$ 3,410	$ 1,896
Property and equipment, net	490	928
Total assets acquired	3,900	2,824
Liabilities assumed		
Accrued expenses	2,897	3,591
Accrued compensation	2,202	—
Total liabilities assumed	5,099	3,591
Net liabilities assumed	$ (1,199)	$ (767)

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

Wireless Infrastructure Backhaul Business

Statements of Net Revenues and Direct Costs and Operating Expenses
(in thousands)

	Six-Month Period Ended June 30, 2016	Six-Month Period Ended June 30, 2015	Year Ended December 31, 2015
	(Unaudited)	(Unaudited)	
Net revenues	$ 7,737	$ 15,026	$ 29,688
Direct costs and operating expenses			
Cost of goods sold	3,975	6,018	10,852
Research and development	11,182	14,621	29,534
Selling expense	1,528	1,548	2,928
Total direct costs and operating expenses	16,685	22,187	43,314
Net revenues less direct costs and operating expenses	$ (8,948)	$ (7,161)	$ (13,626)

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

1. Organization

The wireless infrastructure backhaul business (the "Business”), was a component of a division of Broadcom Corporation, a California Corporation (“Broadcom”), as of December 31, 2015. On February 1, 2016, Broadcom was purchased by Avago Technologies Limited, a limited company organized under the laws of the Republic of Singapore (“Avago”); refer to Notes 7 and 8 for further detail. The Business designs, develops, markets and supports semiconductor solutions for wired and wireless communications.

On July 1, 2016, MaxLinear, Inc. (the "Acquirer” or “MaxLinear”) consummated the transaction contemplated by the asset purchase agreement (the "APA”) dated as of May 9, 2016 between Broadcom and the Acquirer, under which the Acquirer purchased certain assets and assumed certain liabilities of the Business for aggregate cash consideration of $80.0 million. The assets acquired include, among other things, digital baseband, radio frequency (“RF”), and analog/mixed signal patents and other intellectual property, in-production and next-generation digital baseband and RF transceiver integrated circuit and reference platform 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 and equipment. The liabilities assumed include, among other things, product warranty obligations, liabilities related to technologies acquired, and a payable to Broadcom as reimbursement of costs to terminate employees of the Business, some of whom were hired by the Acquirer upon the closing of the acquisition. 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 acquired, liabilities assumed and related business sold under the APA are referred to as the “wireless infrastructure backhaul business” or the Business.

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

The accompanying abbreviated financial statements of the wireless infrastructure backhaul 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 the Form 8-K filed by the Acquirer on July 1, 2016. These statements are derived from the wireless infrastructure backhaul business’s historical accounting records, which are in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The abbreviated financial statements of the wireless infrastructure backhaul business are not intended to be a complete presentation of the financial statements of the Business and are not necessarily indicative of the financial position and results of operations that would have been achieved if the 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 and expenses directly attributable to the wireless infrastructure backhaul business. Throughout the year ended December 31, 2015 and through the period ended February 1, 2016, the wireless infrastructure backhaul business was owned and controlled by Broadcom. For the period from February 1, 2016 through June 30, 2016, the wireless infrastructure backhaul business was owned and controlled by Avago. The direct costs and operating expenses of the wireless infrastructure backhaul business presented in these abbreviated financial statements include cost of goods sold related to the wireless infrastructure backhaul business’ sales, research and development and selling expenses incurred by Broadcom and Avago during periods that they controlled the Business that are directly attributed to products included in the wireless infrastructure backhaul 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 Broadcom and Avago have not been allocated to the wireless infrastructure backhaul business in these abbreviated financial statements. Accordingly, the Statements of Net Revenues and Direct Costs and Operating Expenses omit gross margin, which cannot be determined as certain overhead and expenses have not been allocated to the wireless infrastructure backhaul business in these abbreviated financial statements. Additionally, foreign currency translation gains and losses, interest expense and income taxes have also been excluded from the abbreviated financial statements. The preparation of statements of stockholder’s equity and statements of cash flows was not practicable because of the integration of the wireless infrastructure backhaul business into the total operations of Broadcom and Avago prior to the divestiture of the Business.

The accompanying unaudited statements of assets acquired and liabilities assumed as of June 30, 2016 and the unaudited statements of net revenues and direct costs and operating expenses for the six-month periods ended June 30, 2016 and 2015 of the wireless infrastructure backhaul 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 all adjustments, including normal recurring accruals necessary for a fair presentation as described in the preceding paragraph. The abbreviated financial statements do not reflect the optional application of push down accounting to reflect any acquisition accounting adjustments recorded by Avago related to its acquisition of Broadcom on February 1, 2016. The net revenues less direct costs and operating expenses presented in the accompanying financial statements are not necessarily indicative of the operating results that may be expected in any 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 of raw materials, work in process and finished goods and are stated at the lower of cost (first-in, first-out) or market. The wireless infrastructure backhaul business writes down the carrying value of its inventories to net realizable value for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of inventory and its estimated realizable value based upon assumptions about future demand and market conditions, among other factors. During the six months ended June 30, 2016, the Business revised its methodology of estimating its reserve for excess and obsolete inventory to conform with Avago's methodology of reviewing 12 months forecasted sales rather six months used by Broadcom. The effect of the change in estimate for the six months ended June 30, 2016 was to reduce the reserve for excess and obsolete inventory by approximately $0.6 million, which increased net revenues less direct costs and operating expenses of the Business by $0.6 million.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets, ranging from three to five years for equipment, three years for software, and over the lease term of approximately 1.5 years for asset retirement costs associated with an obligation to restore a leased facility to its pre-lease condition (Note 7).

Warranty
The products of the wireless infrastructure backhaul business typically carry one to two year warranties. The wireless infrastructure backhaul business establishes accruals for estimated product warranty costs at the time revenue is recognized based upon its historical warranty experience, and additionally for any specific known product warranty issues. If actual costs differ from our initial estimates, the Business records the differences in the period they are identified. Actual claims are charged against the warranty accrual. Pursuant to the APA, warranty obligations assumed by MaxLinear for products of the wireless infrastructure backhaul business sold prior to the acquisition date of July 1, 2016 are limited to approximately $0.5 million.

Liabilities for Technologies Acquired — Office of Chief Scientist Liability
The wireless infrastructure backhaul business is obligated to repay the Office of Chief Scientist (“OCS”) of the Government of Israel for certain technology development costs that were co-funded by the OCS program of the Government of Israel. The OCS liability amount of $2.4 million at June 30, 2016 represents the outstanding royalty balance to the Government of Israel as reported by the OCS. Payments to the Government of Israel are made semiannually based on royalties on sales of products containing the technology developed using the funds provided by the OCS at a royalty rate of 4.5%.

MaxLinear has agreed to reimburse Broadcom a maximum of $2.4 million, less any aggregate royalties paid by MaxLinear, if any, to the OCS in connection with the OCS program, or to reimburse Broadcom for aggregate payments made by Broadcom to the OCS in connection with Broadcom settling all outstanding OCS balances related to the wireless infrastructure backhaul business. Broadcom has agreed to pursue release of Broadcom and the wireless infrastructure backhaul business from the OCS program by December 31, 2016, which date may be extended by up to two additional 90-day periods with prior written consent of MaxLinear. If Broadcom fails to obtain such release, MaxLinear shall be relieved from the obligation to reimburse Broadcom; however, management believes that Broadcom will be successful in obtaining the release from the OCS by December 31, 2016 and will pay the OCS the outstanding OCS liability.

Revenue Recognition
The wireless infrastructure backhaul business derives revenue principally from sales of integrated circuit products and recognizes product revenue when all of the following criteria are met: (i) persuasive evidence of an arrangement exists,

(ii) delivery has occurred, (iii) the price to the customer is fixed or determinable, and (iv) collection of the resulting receivable is reasonably assured. These criteria are usually met at the time of product shipment. The wireless infrastructure backhaul business does not recognize revenue when any future performance obligations remain.

A portion of the product sales of the Business is made through distributors under agreements allowing for pricing credits and/or rights of return. These pricing credits and/or right of return provisions prevents the Business from being able to reasonably estimate the final price of the inventory to be sold and the amount of inventory that could be returned pursuant to these agreements. As a result, the fixed and determinable revenue recognition criterion has not been met at the time the Business delivers products to our distributors. Accordingly, product revenue from sales made through these distributors is not recognized until the distributors ship the product to their customers.

The wireless infrastructure backhaul business licenses or otherwise provide rights to use portions of intellectual property of the Business, which includes certain patent rights essential to and/or utilized in the manufacture and sale of certain wireless products. Licensees typically pay a license fee in one or more installments and ongoing royalties based on their sales of products incorporating or using licensed intellectual property of the Business. License fees are recognized over the estimated period of benefit to the licensee or the term specified. The Business recognizes licensing revenue when all of the following criteria are met: (i) persuasive evidence of an arrangement exist, (ii) delivery has occurred, (iii) the price to be paid by the purchaser is fixed or determinable and (iv) collection of the resulting accounts receivable is reasonably assured. These criteria are usually met at the time of patent transfer. We recognize royalty revenues based on royalties reported by licensees and when other revenue recognition criteria are met, which is generally a quarter in arrears from the period earned.

The wireless infrastructure backhaul business records reductions of revenue for estimated pricing adjustments, such as competitive pricing programs and rebates, in the same period that the related revenue is recorded. The amounts of these reductions are based on specific criteria included in rebate agreements, and other factors known at the time. The Business accrues potential rebates at the time of sale and does not apply a breakage factor. The accrual for unclaimed rebate amounts is reversed when specific rebate programs contractually end and when the Business believes unclaimed rebates are no longer subject to payment and will not be paid.

Cost of Goods Sold

Cost of goods sold consists primarily of costs associated with purchasing finished silicon wafers manufactured by independent foundries, purchasing of assembly, test and quality assurance services and packaging materials for semiconductor products, as well as royalties paid to vendors for use of their technology. Also included in cost of goods sold is manufacturing overhead, including costs of personnel and equipment associated with manufacturing support, product warranty costs and provisions for excess and obsolete inventories.

Research and Development Expense

Research and development costs are charged to operations when incurred and are included in direct costs and operating expenses. Research and 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, including salaries, wages, commissions and other related costs.

Foreign Currency Translation

The activities of the Business are accounted for in their respective local currencies. 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

Inventories are summarized as follows (in thousands):

	June 30, 2016	December 31, 2015
	(Unaudited)	
Raw materials	$ 356	$ 358
Work in process	619	39
Finished goods	2,435	1,499
	$ 3,410	$ 1,896

4. Property and Equipment

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

	June 30, 2016	December 31, 2015
	(Unaudited)	
Equipment	$ 3,600	$ 4,042
Computer software	30	30
Asset retirement costs – facility lease	54	54
	3,684	4,126
Accumulated depreciation	(3,194)	(3,198)
	$ 490	$ 928

Depreciation expense for the six months ended June 30, 2016 was $0.4 million (unaudited). Depreciation expense for the year ended December 31, 2015 was $0.7 million.

5. Accrued Expenses and Accrued Compensation

Accrued Expenses
Accrued expenses are summarized as follows (in thousands):

	June 30, 2016	December 31, 2015
	(Unaudited)	
OCS liability (Note 2)	$ 2,377	$ 3,060
Accrued warranty	466	477
Asset retirement obligation (Note 7)	54	54
	$ 2,897	$ 3,591

Accrued Compensation
Accrued compensation of $2.2 million as of June 30, 2016 consists of employee severance obligations, or costs to terminate employees of the Business, some of whom were hired by MaxLinear upon the closing of the acquisition. These were paid by Broadcom subsequent to the closing date of the acquisition.

6. Employee Benefit Plans

The wireless infrastructure backhaul business has defined contribution pension and other benefit plans which are required under local laws in Israel. The wireless infrastructure backhaul business contributes a total of approximately 20% of employees' salary for severance, pension and disability insurance in Israel. The Company's total contributions for these benefit plans was $0.8 million (unaudited) and $1.5 million (audited) for the six months ended June 30, 2016 and the year ended December 31, 2015, respectively.

7. 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. In August 2016, a complaint was filed against Broadcom and MaxLinear in connection with MaxLinear's acquisition of certain assets (Note 8).

The Business leases a facility located in Herzliya Pituach, Israel pursuant to a non-cancelable operating lease agreement expiring in December 2017. The lease end date is December 31, 2017 with the option to extend the lease period an additional six months. The Business records rent expense on a straight-line basis based on the lease terms. Rent expense for the six months ended June 30, 2016 was $0.6 million (unaudited). Rent expense for the year ended December 31, 2015 was $0.8 million. Future minimum lease payments pursuant to the lease agreement are $1.0 million and $0.9 million for years ending December 31, 2016 and 2017, respectively. The lease contains an obligation to return the facility to its pre-lease condition, which is estimated to be approximately $0.05 million (unaudited) and $0.05 million at June 30, 2016 and December 31, 2015, respectively. This asset retirement obligation and corresponding asset has been included in the accompanying statements of assets acquired and liabilities assumed.

MaxLinear is not responsible for any obligations of the wireless infrastructure backhaul business incurred by Broadcom prior to July 1, 2016, other than the assumed liabilities which include, among other things, warranty obligations up to a maximum of approximately $0.5 million for products sold prior to closing of the acquisition, a payable to Broadcom as reimbursement of costs to terminate employees of the wireless infrastructure backhaul business, and liabilities for technologies acquired or related to matters disclosed herein. The liabilities assumed are based on management's estimates. Actual amounts paid or to be paid could differ from these estimates.

8. Subsequent Events

On February 1, 2016, pursuant to the Agreement and Plan of Merger by and among Avago and Broadcom, Avago acquired all of the outstanding shares of stock of Broadcom. As a result, Broadcom, including its wireless infrastructure backhaul business became wholly owned by Avago.

On July 1, 2016, MaxLinear consummated transactions contemplated by the APA under which MaxLinear acquired certain assets and assumed certain liabilities of the Business for aggregate cash consideration of $80.0 million (Note 1).

On August 2, 2016, Trango Systems, Inc., or Trango, filed a complaint in the Superior Court of California, County of San Diego, Central Division (Case No. 37-2016-00026197-CU-BC-CTL) against Broadcom and MaxLinear alleging fraud, negligent misrepresentation, breach of contract, intentional interference with economic relations, negligent interference with economic relations, intentional interference with prospective economic relations, negligent interference with prospective economic relations, unlawful and unfair business acts and practices, and aiding and abetting. The case relates to a chipset MaxLinear acquired in connection with MaxLinear's recent acquisition of certain assets from Broadcom. The case was only recently filed and is in the preliminary stages. The plaintiff seeks general and special damages, pre-judgment interest, expenses and costs, statutory penalties, attorney's fees, punitive damages, and injunctive relief.

The wireless infrastructure backhaul business has evaluated subsequent events through September 12, 2016, the date these abbreviated financial statements were available to be issued.

Supplemental Schedule
Selected Cash Flow Information
(unaudited)

Supplemental Schedule
Selected Cash Flow Information
(unaudited)
(in thousands)

The preparation of statements of stockholder’s equity and statements of cash flows was not practicable because of the integration of the wireless infrastructure backhaul business into the total operations of Broadcom and Avago prior to the divestiture of the 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 backhaul business.

	Six-Month Period Ended		Year Ended
	June 30, 2016	**June 30, 2015**	**December 31, 2015**
Net revenues less direct costs and operating expenses	$ (8,948)	$ (7,161)	$ (13,626)
Change in inventories	(1,514)	12	(730)
Change in accrued expenses	1,508	(700)	(854)
Purchases of property and equipment	(88)	(30)	(61)

MaxLinear, Inc. and Wireless Infrastructure Backhaul Business
Unaudited Pro Forma Condensed Combined Financial Statements

Unaudited Condensed Pro Forma Financial Information

On April 28, 2016, 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 business, and the assumption of certain liabilities.

On July 1, 2016, MaxLinear, Inc., or MaxLinear, consummated the transactions contemplated by an asset purchase agreement that MaxLinear entered into with Broadcom Corporation. MaxLinear paid cash consideration of $80.0 million for the purchase of certain assets of Broadcom's wireless infrastructure backhaul business, and the assumption of certain liabilities. The assets acquired include, among other things, certain patents and other intellectual property, certain 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 and equipment. The liabilities assumed include, among other things, product warranty obligations, liabilities related to technologies acquired, and a payable to Broadcom as reimbursement of costs to terminate employees of the Business, some of who were rehired by MaxLinear upon the closing of the acquisition.

For each of these acquisitions, 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 condensed combined financial statements of MaxLinear and the wireless infrastructure backhaul business and the wireless infrastructure access business pursuant to certain requirements of Article 11 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 six months ended June 30, 2016 are based on the historical unaudited consolidated financial statements of MaxLinear as of and for the six months ended June 30, 2016 included in MaxLinear's Quarterly Report on Form 10-Q filed by MaxLinear with the SEC on August 8, 2016, or the Quarterly Report, the unaudited abbreviated financial statements of the wireless infrastructure access business for the four months ended April 27, 2016 and the unaudited abbreviated financial statements of the wireless infrastructure backhaul business as of and for the six months ended June 30, 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 backhaul 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, the audited abbreviated financial statements of the wireless infrastructure access business as of and for the year ended December 31, 2015, as filed as Exhibit 99.1 to the Form 8-K/A filed by MaxLinear with the SEC on June 20, 2016, and the audited abbreviated financial statements of the wireless infrastructure backhaul business as of and for the year ended December 31, 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 backhaul business, and includes the assumptions and adjustments as described in the accompanying notes hereto.

The unaudited pro forma condensed combined balance sheet as of June 30, 2016 is presented as if the acquisition of the wireless infrastructure backhaul business and the wireless infrastructure access business had occurred on June 30, 2016. The unaudited pro forma condensed combined statements of operations for the year ended December 31, 2015 and the six months ended June 30, 2016 gives effect to both acquisitions as if they occurred on January 1, 2015. The unaudited pro forma condensed combined consolidated financial statements are not intended to represent or be indicative of the financial position or results of operations of the combined entity that would have been reported if the acquisitions had been consummated on January 1, 2015. In addition, the unaudited pro forma condensed combined consolidated financial statements do not purport to project the financial position or results of operations of the consolidated company as of and for the fiscal year ending December 31, 2016, or of any other future periods.

The unaudited pro forma condensed 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 condensed combined financial statements, the total purchase price of approximately $80.0 million to acquire the wireless infrastructure backhaul business has been allocated to the assets acquired and assumed liabilities of the wireless infrastructure backhaul 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 end of the second quarter of 2017. 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 condensed combined financial statements of MaxLinear and the wireless infrastructure backhaul business should be read in conjunction with the Current Report on Form 8-K filed on July 1, 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, the abbreviated financial statements for the wireless infrastructure access business as of and for the year ended December 26, 2015 (audited), included as Exhibit 99.1 to the Form 8-K/A filed with the SEC on June 20, 2016, and the abbreviated financial statements for the wireless infrastructure backhaul business as of and for the year ended December 31, 2015 (audited) and as of and for the six months ended June 30, 2016 (unaudited), included as Exhibit 99.1 to this Form 8-K/A.

MaxLinear, Inc. and Wireless Infrastructure Backhaul Business
Unaudited Pro Forma Condensed Combined Balance Sheet
As of June 30, 2016
(in thousands)

	MaxLinear, Inc. Historical	Wireless Infrastructure Backhaul Business Historical	Pro Forma Adjustments Total	Note 4	Pro Forma Combined
Assets					
Current assets:					
Cash and cash equivalents	$ 147,582	$ —	$ (81,154)	*(a)*	$ 66,428
Short-term investments, available-for-sale	28,899	—	—		28,899
Accounts receivable, net	44,340	—	—		44,340
Inventory	25,604	3,410	5,305	*(b)*	34,319
Prepaid expenses and other current assets	4,982	—	2,181	*(c)*	7,163
Total current assets	251,407	3,410	(73,668)		181,149
Property and equipment, net	21,134	490	901	*(d)*	22,525
Intangible assets	60,675	—	59,500	*(e)*	120,175
Goodwill	56,714	—	16,054	*(f)*	72,768
Other long-term assets	1,982	—	—		1,982
Total assets	$ 391,912	$ 3,900	$ 2,787		$ 398,599
Liabilities and stockholders' equity					
Current liabilities:					
Accounts payable	$ 8,114	$ —	$ —		$ 8,114
Deferred revenue and deferred profit	5,798	—	—		5,798
Accrued price protection liability	18,270	—	—		18,270
Accrued expenses and other current liabilities	13,125	2,897	2,742	*(c)*	18,764
Accrued compensation	10,313	2,202	—		12,515
Total current liabilities	55,620	5,099	2,742		63,461
Deferred rent	10,040	—	—		10,040
Other long-term liabilities	5,064	—	—		5,064
Total stockholders' equity	321,188	—	(1,154)	*(a)*	320,034
Total liabilities and stockholders' equity	$ 391,912	$ 5,099	$ 1,588		$ 398,599

See accompanying notes to unaudited pro forma condensed combined financial statements.

MaxLinear, Inc. and Wireless Infrastructure Backhaul Business
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Six Months Ended June 30, 2016
(in thousands, except per share data)

	MaxLinear, Inc. Historical	Wireless Infrastructure Access Business Historical	Wireless Infrastructure Backhaul Business Historical	Pro Forma Adjustments	Note 4	Pro Forma Combined
Net revenue	$ 204,372	$ 3,276	$ 7,737	$ —		$ 215,385
Cost of net revenue	80,289	1,264	3,975	1,574	*(g)*	87,102
Gross profit	124,083	2,012	3,762	(1,574)		128,283
Operating expenses:						
Research and development	47,789	1,546	11,182	335	*(i)*	60,852
Selling, general and administrative	30,115	340	1,528	1,490	*(g)(h)*	33,473
Impairment losses	2,106	—	—	—		2,106
Total operating expenses	80,010	1,886	12,710	1,825		96,431
Income (loss) from operations	44,073	126	(8,948)	(3,399)		31,852
Interest income	337	—	—	—		337
Other expense, net	(74)	—	—	—		(74)
Income (loss) before income taxes	44,336	126	(8,948)	(3,399)		32,115
Provision for income taxes	1,071	—	—	636	*(j)*	1,707
Net income (loss)	$ 43,265	$ 126	$ (8,948)	$ (4,035)		$ 30,408
Earnings per share:						
Basic	$ 0.69					$ 0.48
Diluted	$ 0.64					$ 0.45
Shares used to compute earnings per share:						
Basic	63,056					63,056
Diluted	67,110					67,110

See accompanying notes to unaudited pro forma condensed combined financial statements.

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

	MaxLinear, Inc. Historical	Wireless Infrastructure Access Business Historical	Wireless Infrastructure Backhaul Business Historical	Pro Forma Adjustments	Note 4	Pro Forma Combined
Net revenue	$ 300,360	$ 3,836	$ 29,688	$ —		$ 333,884
Cost of net revenue	144,937	2,468	10,852	4,229	*(g)*	162,486
Gross profit	155,423	1,368	18,836	(4,229)		171,398
Operating expenses:						
Research and development	85,405	6,991	29,534	670	*(i)*	122,600
Selling, general and administrative	77,981	2,980	2,928	6,263	*(g)*	90,152
Impairment losses	21,600	—	—	—		21,600
Restructuring	14,086	—	—	—		14,086
Total operating expenses	199,072	9,971	32,462	6,933		248,438
Loss from operations	(43,649)	(8,603)	(13,626)	(11,162)		(77,040)
Interest income	275	—	—	—		275
Other income, net	468	—	—	—		468
Loss before income taxes	(42,906)	(8,603)	(13,626)	(11,162)		(76,297)
Provision for income taxes (income tax benefit)	(575)	—	—	909	*(j)*	334
Net loss	$ (42,331)	$ (8,603)	$ (13,626)	$ (12,071)		$ (76,631)
Net loss per share:						
Basic	$ (0.79)					$ (1.44)
Diluted	$ (0.79)					$ (1.44)
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 condensed combined financial statements.

1. Description of Transaction

On July 1, 2016, MaxLinear, Inc., or MaxLinear, consummated the transactions contemplated by an asset purchase agreement that MaxLinear entered with Broadcom Corporation, or Broadcom. MaxLinear paid cash consideration of $80.0 million for the purchase of certain assets of Broadcom's wireless infrastructure backhaul business, and assumed certain liabilities. The assets acquired include, among other things, digital baseband, radio frequency (“RF”), and analog/mixed signal patents and other intellectual property, in-production and next-generation digital baseband and RF transceiver integrated circuit and reference platform 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 and equipment. The liabilities assumed include, among other things, product warranty obligations, liabilities for technologies acquired, and a payable to Broadcom as reimbursement of costs to terminate employees of the wireless infrastructure backhaul business, some of whom were hired by MaxLinear upon closing of the acquisition. 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.

2. Basis of Presentation

The unaudited pro forma condensed 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, abbreviated financial statements derived from the accounting records of the wireless infrastructure access business, and the abbreviated financial statements derived from the accounting records of the wireless infrastructure backhaul business, adjusted using the acquisition method of accounting. Historically, the wireless infrastructure access business and the wireless infrastructure backhaul business did not maintain certain distinct and separate accounts from other products at Microsemi and Broadcom, respectively. Consequently, full separate financial statements did not exist. The abbreviated financial statements of the wireless infrastructure access business and the wireless infrastructure backhaul 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 business and the wireless infrastructure backhaul business and exclude corporate overhead, depreciation of assets not acquired, foreign currency translation gains and losses, interest expense and income taxes. MaxLinear is not currently aware of any significant accounting policy differences between MaxLinear and the wireless infrastructure access business and the wireless infrastructure backhaul business, but if any further information becomes available, such policy differences may be identified and could result in significant differences from the unaudited pro forma condensed 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 backhaul 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 condensed combined financial statements as if the acquisition had occurred on January 1, 2015. 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 related to the wireless infrastructure access business and wireless infrastructure backhaul business of approximately $1.8 million, including amounts incurred and paid prior to this filing.

3. Preliminary Purchase Price Allocation

The following is an allocation of purchase price as of the July 1, 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	$	80,000
Preliminary purchase price allocation:		
Inventory	$	8,715
Other receivables		2,181
Property and equipment		1,391
Identifiable intangible assets		59,500
Accrued expenses and other current liabilities		(5,639)
Accrued compensation		(2,202)
Identifiable net assets acquired		63,946
Goodwill		16,054
Total purchase price	$	80,000

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 (Note 5) 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 backhaul business with the operations of MaxLinear.

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

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

(a) To record the reduction of MaxLinear's cash as a result of the consideration paid to Broadcom of $80.0 million and approximately $1.2 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 $5.3 million, representing the estimated profit margin in acquired inventory.

(c) To record value added tax receivable and payable of $2.2 million on severance obligations and certain intellectual property purchased in foreign jurisdictions, which is expected to be recoverable per the APA, and to record estimated liabilities for license fees associated with technologies acquired.

(d) To record the preliminary purchase accounting adjustments of $0.9 million related to assigning a fair value to acquired property and equipment.

(e) To record the preliminary fair value of the acquired intangibles of $59.5 million.

(f) 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.

(g) To record additional amortization expense related to intangible assets from book value to preliminary fair value as if the acquisitions of Microsemi's wireless infrastructure access business and Broadcom's wireless infrastructure backhaul business occurred on January 1, 2015 based on preliminary estimates of the useful lives of the finite-lived intangible assets and usage of inventory based on forecasted product sales, respectively. In the unaudited combined statements of operations, cost of net revenue has been adjusted to reflect incremental amortization expense of $1.6 million and $4.2 million for the six months ended June 30, 2016 and year ended December 31, 2015, respectively, and selling, general and administrative expense has been adjusted to reflect incremental amortization expense of $2.8 million and $6.3 million for the six months ended June 30, 2016 and year ended December 31, 2015, respectively.

(h) To remove aggregate transaction costs of approximately $1.3 million related to the acquisitions of the wireless infrastructure access line and wireless infrastructure backhaul businesses included in MaxLinear historical statement of operations for the six months ended June 30, 2016.

(i) Acquired property and equipment will be depreciated over the estimated remaining useful life, which is approximately two years on a weighted average basis. Research and development expense in the unaudited pro forma condensed combined statement of operations has been adjusted to reflect incremental depreciation expense for the six months ended June 30, 2016 and for the year ended December 31, 2015.

(j) To record estimated income taxes for the six months ended June 30, 2016 and the year ended December 31, 2015 based on the statutory tax rates in the jurisdictions in which the acquired business operates.

The proforma adjustments exclude the impact of items with a nonrecurring effect on the proforma condensed combined statements of operations, including the amortization of inventory step-up of $5.6 million and amortization of intangible assets related to product backlog of $2.4 million for the wireless infrastructure access business and the wireless infrastructure backhaul business; the related assets have useful lives of less than 12 months.

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 and Equipment, Net

Acquired property and equipment consists principally of lab equipment and software 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 condensed 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 following is a summary of identifiable intangible assets acquired and the related expected lives for the finite-lived intangible assets (in thousands):

Category	**Estimated Life**	**Fair Value**	
Finite-lived intangible assets:			
Developed technology	7	$	21,000
Customer-related intangible	2.5		12,000
Covenants not-to-compete	3		800
Product backlog	0.5		1,900
			35,700
Indefinite-lived intangible assets:			
IPR&D	N/A		23,800
Total identifiable intangible assets acquired		$	59,500

The preliminary fair value of finite-lived intangible assets and in-process research and development, or IPR&D, of approximately $59.5 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 record impairment of the related intangible asset.

The table below details MaxLinear's estimated amortization expense for the next five fiscal years and thereafter of the finite-lived intangible assets of the wireless infrastructure backhaul business acquired by Maxlinear as of June 30, 2016 (as if the acquisition of the wireless infrastructure backhaul business had occurred on June 30, 2016) (in thousands):

Year ended December 31,	**Amount**	
2016	$	5,933
2017		8,067
2018		8,067
2019		3,133
2020		3,000
Thereafter		7,500
	$	35,700

Warranty

The wireless infrastructure backhaul business provides a limited warranty on its products and accrues for the expected cost at the time of shipment. The wireless infrastructure backhaul business estimates its warranty costs based on historical failure rates, known product warranty issues, and related repair or replacement costs.

6. Commitments 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. In August 2016, a complaint was filed against Broadcom and MaxLinear in connection with MaxLinear's acquisition of certain assets (Note 7).

On July 1, 2016, MaxLinear assumed a lease entered into by Broadcom, under which MaxLinear is leasing the facility used by the wireless infrastructure backhaul business located in Herzliya Pituach, Israel. The lease end date is December 31, 2017 with the option to extend the lease period an additional six months. As of July 1, 2016, total future minimum lease payments under this lease are approximately $1.4 million, which includes $0.5 million and $0.9 million for the six months ending December 31, 2016 and the year ending December 31, 2017, respectively. The lease contains an obligation to return the facility to its pre-lease condition, which is estimated to be approximately $0.05 million at July 1, 2016. This asset retirement obligation and corresponding asset has been included in the assets acquired and liabilities assumed in the accompanying unaudited pro forma condensed combined balance sheet.

MaxLinear is not responsible for any obligations of the wireless infrastructure backhaul business incurred by Broadcom prior to July 1, 2016, other than the assumed liabilities which include, among other things, warranty obligations up to a maximum of approximately $0.5 million for products sold prior to closing of the acquisition, a payable to Broadcom as reimbursement of costs to terminate employees of the wireless infrastructure backhaul business, and liabilities for technologies acquired or related to matters disclosed in the statement of assets acquired and liabilities assumed of the wireless infrastructure backhaul business as of June 30, 2016 (as filed as Exhibit 99.1 to this Form 8-K/A). The liabilities assumed are based on management's estimates. Actual amounts paid or to be paid could differ from these estimates.

7. Subsequent Events

On August 2, 2016, Trango Systems, Inc., or Trango, filed a complaint in the Superior Court of California, County of San Diego, Central Division (Case No. 37-2016-00026197-CU-BC-CTL) against Broadcom and MaxLinear alleging fraud, negligent misrepresentation, breach of contract, intentional interference with economic relations, negligent interference with economic relations, intentional interference with prospective economic relations, negligent interference with prospective economic relations, unlawful and unfair business acts and practices, and aiding and abetting. The case relates to a chipset MaxLinear acquired in connection with MaxLinear's recent acquisition of certain assets from Broadcom. The case was only recently filed and is in the preliminary stages. The plaintiff seeks general and special damages, pre-judgment interest, expenses and costs, statutory penalties, attorney’s fees, punitive damages, and injunctive relief.