FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| e Responses) | | | | | | | | | | | | | | | |
|---|--|--|---|--|---|--|---|--|--|--|---|--|--|--|--|
| Name and Address of Reporting Person * REDDY MADHUKAR | | | 2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL] | | | | | | | 5 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
| (Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020 | | | | | | | | X Officer (give title below) Other (specify below) VP, Central Engineering | | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| AD, CA 92 | | (Zin) | | | | | | | | | | | | | |
| •. | (5) | | 104 B | | | | | 1 | | | | | | | 7. 21. |
| (Instr. 3) Date | | Date | Execution Date, if any | | if (| f Code (Instr. 8) | | | | | Beneficially Owned Following Reported Transaction(s) | | | Ownership Form: | 7. Nature of Indirect Beneficial Ownership |
| | | | (World Bay Tear) | ar) | Code | V | Amou | | | (mstr. 5 and | isu. 3 and 4) | | or Indirect | | |
| Stock (1) | | 11/20/2020 | | | | M | | 927 | A | \$ 0 | 385,970 (2 | () | | D | |
| mmon Stock 11 | | 11/20/2020 | | | | F | | 927 | D | \$ 29.22 | 385,043 | | | D | |
| Stock | | | | | | | | | | | 30,689 | | |] | See footnote (3) |
| Common Stock | | | | | | | | | | | 30,689 | | | [| See footnote (4) |
| eport on a sep | parate line for ea | | | | | | Pers cont form | ons w ained displ | in this f ays a cu | orm are n irrently va | ot required alid OMB co | to respon | nd unless th | | 1474 (9-02) |
| I ₂ | 2 77 1 | | | calls, | war | rants, | | | | 1 | 1.4 | lo p : _ c | lo 21 1 | 6 10 | 11.37. |
| Derivative Conversion Date | | Date Execution Date (Month/Day/Year) | | e, if Transaction N Code (Instr. 8) I | | rivative urities quired or posed D) str. 3, | and Expiration Date (Month/Day/Year) o | | | of Underl Securities | of Underlying Securities (Instr. 3 and 4) | | Derivative Securities Beneficially Owned Following Reported | Ownersh Form of Derivati Security Direct (I or Indire s) (I) | Beneficia Ownershi (Instr. 4) |
| | | | Code | · V | (A) | (D) | Date Exercis | | | Title | Amount or Number of Shares | | | | |
| | | | | | | | | | | | | | | | |
| | Address of F MADHUK LINEAR, SUITE 100 AD, CA 92 curity Stock Stock Stock Stock 2. Conversion or Exercise Price of Derivative | Address of Reporting Person MADHUKAR (First) (ILINEAR, INC., 5966 L. SUITE 100 (Street) AD, CA 92008 (State) Currity Stock Stock Stock 2. 2. Conversion or Exercise Price of Derivative Address of Reporting Person (Street) AD, CA 92008 (State) (Street) AD, CA 92008 (State) (State) (State) (Month/Day/Ye (Month/Day/Ye) | Address of Reporting Person* MADHUKAR (First) (Middle) (ILINEAR, INC., 5966 LA PLACE SUITE 100 (Street) AD, CA 92008 (State) (Zip) curity 2. Transaction Date (Month/Day/Year) Stock 11/20/2020 Stock 11/20/2020 Stock 11/20/2020 Stock 12/20/2020 Stock 11/20/2020 Table II- 2. Conversion One Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) | Address of Reporting Person* AADHUKAR (First) (Middle) (ILINEAR, INC., 5966 LA PLACE SUITE 100 (Street) 4. 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Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) 2. Issuer Name and Ticker MAXLINEAR INC [MaxLINEAR INC [MaxLINEAR INC [Middle]] 3. Date of Earliest Transaction 11/20/2020 4. If Amendment, Date Orig 3. Transaction 24. 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Persons who respond to the contained in this form are not make curriently and this form are not make (A) or Disposed of (D) Conversion Date (Both Month/Day/Year) A \$ 0 Conversion Date (Both Month/Day/Year) A \$ 0 Conversion Date (Both Month/Day/Year) Conversion Date (Both Month/Day/Year) A \$ 0 Conversion Date (Both Month/Day/Year) A \$ 0 Conversion Date (Both Month/Day/Year) Conversion Date (Both Month/Day/Year) A \$ 0 Conversion Date (Both Month/Day/Year) Conversion Date (Both Month/Day/Year) A \$ 0 Conversion Date (Month/Day/Year) Conversion Date (Month/Day/Year) A \$ 0 Conversion Date (Month/Day/Year) A \$ 0 Conversion Date (Month/Day/Year) Conversion Date (Month/Day/Year) A \$ 0 Conversion Date (Month/Day/Year) Conversion Date (Month/Day/Year) Conversion Date (Month/Day/Year) A \$ 0 Conversion Date (Month/Day/Year) Conversion Date (Month/Day/Year) | Address of Reporting Person* ADHUKAR MAXLINEAR INC [MXL] 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020 4. 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Reporting Owners

| | Relationships | | | | | | |
|---|---------------|--------------|-------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| REDDY MADHUKAR C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008 | | | VP, Central Engineering | | | | |

Signatures

| /s/ Connie Kwong, as Attorney-in-Fact | 11/23/2020 |
|---------------------------------------|------------|
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
- (2) Includes 104 shares of Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 16, 2020.
- (3) Shares held by Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.
- (4) Shares held by Madhukar Reddy Cust Arnav Maram Reddy UTMA, for which the Reporting Person serves as custodian.
- Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the (5) 29,917 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.