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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported):

February 23, 2021

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**MaxLinear, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-34666  
(Commission  
File Number)

14-1896129  
(I.R.S. Employer  
Identification No.)

5966 La Place Court, Suite 100, Carlsbad, California 92008  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (760) 692-0711

N/A

(Former name or former address, if changed since last report)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	MXL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events**

On February 23, 2021, the board of directors of MaxLinear, Inc., (the “Company”) approved the repurchase of up to \$100 million of the Company’s common stock over a period ending February 16, 2024. The program may be effected through open market purchases, block transactions, and privately negotiated transactions, in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended, including through Rule 10b5-1 trading plans. The share repurchase program does not obligate the Company to make any repurchases and may be modified, suspended, or terminated by the Company at any time without prior notice. The amount and timing of repurchases are subject to a variety of factors including liquidity, share price, market conditions, and legal requirements.

A copy of the press release announcing the Company’s board of directors’ authorization of the share repurchase program is filed herewith as Exhibit 99.1 and is hereby incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

## (d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	<a href="#">Press Release dated February 24, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 24, 2021

MAXLINEAR, INC.

(Registrant)

By: /s/ Steven Litchfield  
Steven Litchfield  
Chief Financial Officer and Chief Corporate Strategy Officer



FOR IMMEDIATE RELEASE

**MaxLinear Announces \$100 Million Share Repurchase Plan**

Carlsbad, Calif. – February 24, 2021 – MaxLinear, Inc. (NYSE: MXL), a leading provider of radio frequency (RF), analog, digital and mixed-signal integrated circuits today announced its board of directors has authorized a share buyback plan for the repurchase of up to \$100 million of the company’s common stock. The timing and amount of any repurchase transactions will be made by management in its discretion, depending on numerous factors, including market and economic conditions generally, the trading price of MaxLinear’s common stock, and other relevant corporate considerations. Any purchases will be funded from available working capital and may be effected through open market or privately negotiated transactions or otherwise.

The term of the current repurchase authorization will expire on February 16, 2024. The program does not obligate the company to acquire any particular amount of common stock and may be modified or suspended at any time at the company’s discretion.

“We are excited about our future as we continue to drive growth in our data connectivity and access platforms, 5G wireless infrastructure, high speed optical datacenter interconnects, and power and industrial interfaces,” said Kishore Seendripu, Ph.D., MaxLinear’s Chairman and Chief Executive Officer. “The stock repurchase program we are announcing today demonstrates our confidence in our long-term growth prospects and commitment to delivering stockholder value.”

**About MaxLinear, Inc.**

MaxLinear, Inc. (NYSE: MXL) is a leading provider of radio frequency (RF), analog, digital and mixed-signal integrated circuits for the connectivity and access, wired and wireless infrastructure, and industrial and multi-market applications. MaxLinear is headquartered in Carlsbad, California. For more information, please visit [www.maxlinear.com](http://www.maxlinear.com).

MXL and the MaxLinear logo are trademarks of MaxLinear, Inc. Other trademarks appearing herein are the property of their respective owners.

**MaxLinear, Inc. Investor Relations Contact:**

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IR@maxlinear.com

**Cautionary Note Concerning Forward-Looking Statements**

*This press release contains “forward-looking” statements within the meaning of federal securities laws. Forward-looking statements include, among others, statements concerning or implying MaxLinear’s intent to repurchase shares of its common stock as well as its growth prospects in principal target markets, its future financial performance, and its ability to positively affect shareholder value. These forward-looking statements are based on management’s current, preliminary expectations and involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from any future results expressed or implied by these forward-looking statements. Forward-looking statements may contain words such as “will be,” “will,” “expect,” “anticipate,” “continue,” or similar expressions and include the assumptions that underlie such statements. MaxLinear is under no obligation to repurchase any shares and will exercise its discretion as to whether, when, or to what extent it may effect such repurchases. In addition, MaxLinear’s business and operations are subject to numerous risks and uncertainties that could affect its operating results and liquidity position and which could, consequently, affect MaxLinear’s willingness or ability to engage in share repurchases. Among other matters, MaxLinear has incurred substantial acquisition-related indebtedness and covenants in the applicable credit agreements may limit its ability to effect repurchases. Other risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements in this press release or that could adversely affect MaxLinear’s business, operating results, liquidity position, and stock price include the following: decisions concerning capital allocation generally and more*

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*specifically decisions with respect to investments in product research and development; continued integration risks arising from recent acquisitions; the risk that recent strong demand in MaxLinear's broadband markets may not continue as the COVID-19 pandemic improves around the world; intense competition in our industry and product markets; risks relating to the development, testing, and commercial introduction of new products and product functionalities; the ability of our customers to cancel or reduce orders; potential decreases in average selling prices; and uncertainties concerning how end user markets for our products will develop. In addition to these risks and uncertainties, investors should review the risks and uncertainties contained in MaxLinear's filings with the Securities and Exchange Commission, including, without limitation, those set forth in MaxLinear's most recent Annual Report on Form 10-K for the year ended December 31, 2020, as filed with the Securities and Exchange Commission. All forward-looking statements are qualified in their entirety by this cautionary statement. MaxLinear is providing this information as of the date of this release and does not undertake any obligation to update any forward-looking statements contained in this release as a result of new information, future events, or otherwise.*