

# FORM 4

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

OMB APPROVAL	
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## 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>SEENDRIPU KISHORE</b>			2. Issuer Name and Ticker or Trading Symbol <b>MAXLINEAR INC [MXL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President and CEO</b>		
(Last) (First) (Middle) <b>C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2021</b>					
(Street) <b>CARLSBAD, CA 92008</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2021		S <sup>(1)</sup>		397	D	\$ 36.2596 (2)	400,491	I	See footnote (3)
Common Stock	02/23/2021		S <sup>(1)</sup>		1,003	D	\$ 37.572 (4)	399,488	I	See footnote (3)
Common Stock	02/23/2021		S <sup>(1)</sup>		3,101	D	\$ 38.5785 (5)	396,387	I	See footnote (3)
Common Stock	02/23/2021		S <sup>(1)</sup>		4,409	D	\$ 39.6341 (6)	391,978	I	See footnote (3)
Common Stock	02/24/2021		S <sup>(1)</sup>		8,077	D	\$ 41.6539 (7)	383,901	I	See footnote (3)
Common Stock	02/24/2021		S <sup>(1)</sup>		23,632	D	\$ 42.8742 (8)	360,269	I	See footnote (3)
Common Stock	02/24/2021		S <sup>(1)</sup>		8,291	D	\$ 43.333 (9)	351,978	I	See footnote (3)
Common Stock	02/25/2021		S <sup>(1)</sup>		10,116	D	\$ 39.3864 (10)	341,862	I	See footnote (3)
Common Stock	02/25/2021		S <sup>(1)</sup>		5,035	D	\$ 40.3713 (11)	336,827	I	See footnote (3)
Common Stock	02/25/2021		S <sup>(1)</sup>		5,374	D	\$ 41.3473 (12)	331,453	I	See footnote (3)
Common Stock	02/25/2021		S <sup>(1)</sup>		2,300	D	\$ 42.353 (13)	329,153	I	See footnote (3)
Common Stock	02/25/2021		S <sup>(1)</sup>		600	D	\$ 43.1227 (14)	328,553	I	See footnote (3)
Common Stock								96,277	D	

Common Stock										410,731	I	See footnote (15)
Common Stock										410,731	I	See footnote (16)
Common Stock										500,000	I	See footnote (17)
Common Stock										500,000	I	See footnote (18)
Common Stock										394,891	I	See footnote (19)
Common Stock										394,891	I	See footnote (20)
Common Stock										396,526	I	See footnote (21)
Common Stock										396,526	I	See footnote (22)
Common Stock										18,920	I	See footnote (23)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEENDRIPU KISHORE C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	X	X	Chairman, President and CEO	

## Signatures

/s/ Connie Kwong, as Attorney-in-Fact	02/25/2021
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## 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) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted on September 14, 2020 by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.  
Represents the weighted average share price of an aggregate total of 397 shares sold in the price range of \$35.72 to \$36.68 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Shares held by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.  
Represents the weighted average share price of an aggregate total of 1,003 shares sold in the price range of \$36.86 to \$37.79 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average share price of an aggregate total of 3,101 shares sold in the price range of \$38.03 to \$39.00 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average share price of an aggregate total of 4,409 shares sold in the price range of \$39.08 to \$39.985 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average share price of an aggregate total of 8,077 shares sold in the price range of \$41.17 to \$42.15 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Represents the weighted average share price of an aggregate total of 23,632 shares sold in the price range of \$42.19 to \$43.19 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) Represents the weighted average share price of an aggregate total of 8,291 shares sold in the price range of \$43.20 to \$43.92 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) Represents the weighted average share price of an aggregate total of 10,116 shares sold in the price range of \$38.845 to \$39.84 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) Represents the weighted average share price of an aggregate total of 5,035 shares sold in the price range of \$39.85 to \$40.84 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (10) Represents the weighted average share price of an aggregate total of 5,374 shares sold in the price range of \$40.86 to \$41.83 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (11) Represents the weighted average share price of an aggregate total of 2,300 shares sold in the price range of \$41.875 to \$42.87 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (12) Represents the weighted average share price of an aggregate total of 600 shares sold in the price range of \$42.91 to \$43.28 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (13) Shares held by the Kishore V. Seendripu 2019 Annuity Trust dated May 6, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (14) Shares held by the Rekha S. Seendripu 2019 Annuity Trust dated May 6, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (15) Shares held by the Kishore V. Seendripu 2019-2 Annuity Trust dated November 9, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (16) Shares held by the Rekha S. Seendripu 2019-2 Annuity Trust dated November 9, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (17) Shares held by the Kishore V. Seendripu 2020 Annuity Trust A dated June 1, 2020, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (18) Shares held by the Rekha S. Seendripu 2020 Annuity Trust A dated June 1, 2020, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (19) Shares held by the IKS Heritage Trust dated July 13, 2020, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
- (20) Shares held by the SS Heritage Trust dated July 13, 2020, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
- (21) Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.
- (22) Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.
- (23) Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.

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

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