

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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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

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * SEENDRIPU KISHORE | | 2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL] | | 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) Chairman, President and CEO | |
| (Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 | | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2021 | | | |
| (Street) CARLSBAD, CA 92008 | | 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) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 | 03/02/2021 | | G | V | 155,003 | D | \$ 0 | 344,997 | I | See footnote (1) |
| Common Stock | 03/02/2021 | | G | V | 155,003 | A | \$ 0 | 483,556 | I | See footnote (2) |
| Common Stock | 03/02/2021 | | G | V | 155,003 | D | \$ 0 | 344,997 | I | See footnote (3) |
| Common Stock | 03/02/2021 | | G | V | 155,003 | A | \$ 0 | 638,559 | I | See footnote (2) |
| Common Stock | | | | | | | | 96,277 | D | |
| Common Stock | | | | | | | | 410,731 | I | See footnote (4) |
| Common Stock | | | | | | | | 410,731 | I | See footnote (5) |
| Common Stock | | | | | | | | 394,891 | I | See footnote (6) |
| Common Stock | | | | | | | | 394,891 | I | See footnote (7) |
| Common Stock | | | | | | | | 396,526 | I | See footnote (8) |
| Common Stock | | | | | | | | 396,526 | I | See footnote (9) |
| Common Stock | | | | | | | | 18,920 | I | See footnote (10) |

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

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

SEC 1474 (9-02)

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 | | 03/04/2021 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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) 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.
- (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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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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