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

FORM 8-K

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

Date of Report (Date of earliest event reported): March 30, 2021

MaxLinear, Inc.

(Exact name of registrant as specified in its charter)

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)

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director

On March 30, 2021, MaxLinear, Inc., a Delaware corporation (the “Company,” “we,” or “our”), increased the size of our board of directors (“Board”) from eight to nine directors and appointed Tsu-Jae King Liu, Ph.D. to our Board, effective immediately. Dr. Liu will serve as a Class I director with a term expiring at the annual meeting of stockholders to be held in 2022. Dr. Liu was not appointed to any Board committees at this time.

Dr. Liu has served as Dean and Roy W. Carlson Professor of Engineering in the College of Engineering at the University of California, Berkeley (UC Berkeley) since July 2018 and as a director of Intel corporation, a publicly-traded technology company, since July 2016, where she also serves as the chair of the board’s finance committee and a member of its audit committee. She previously held a distinguished professorship endowed by Taiwan Semiconductor Manufacturing Company, Ltd. (TSMC) in the Department of Electrical Engineering and Computer Sciences at UC Berkeley from July 2014 to July 2018. Dr. Liu has also served as Vice Provost, Academic and Space Planning, and Senior International Officer at UC Berkeley from October 2016 to June 2018. Dr. Liu has over 24 years of experience in higher education in a range of faculty and administrative roles at UC Berkeley, including Associate Dean for Academic Planning and Development, College of Engineering in 2016, Chair of the Department of Electrical Engineering and Computer Sciences from July 2014 to June 2016, and Associate Dean for Research in the College of Engineering from 2008 to 2012. Her achievements in teaching and research have been recognized with a number of honors, including election to the U.S. National Academy of Engineering and induction into the Silicon Valley Engineering Hall of Fame. Dr. Liu was co-founder and President of Progressant Technologies, a start-up company that developed negative differential resistance transistor technology, from May 2000 to October 2004. Dr. Liu also currently serves on the board of directors of Crossbar, Inc., a privately held technology company. She served on the board of the Center for Advancing Women in Technology from October 2014 to May 2016. Dr. Liu earned her bachelor of science, master of science, and Ph.D. degrees in Electrical Engineering from Stanford University.

We believe that Dr. Liu’s academic research and contributions to engineering, semiconductor industry technical and business expertise, and her entrepreneurial background as founder of a company within our industry give her valuable qualifications and skills to serve as one of our directors.

In connection with Dr. Liu’s appointment to the Board, Dr. Liu will be entitled to compensation in accordance with the Company’s outside director compensation policy, under which each non-employee director receives a base annual retainer of \$50,000 per year for service as a Board member.

In addition, in accordance with our outside director equity compensation policy, we granted Dr. Liu the following two equity incentive awards: (i) an “annual initial award” of restricted stock units having a fair value at issuance equal to \$17,178.08 (which amount reflects a pro-rata reduction in the base annual award amount of \$190,000, calculated according to the number of days Dr. Liu will actually serve as a director between now and May 1, 2021); and (ii) a “full-term initial award” of restricted stock units having a fair value at issuance equal to \$190,000. Consistent with our equity compensation policy, the “annual initial award” will vest fully on the earlier to occur of the next May 1 (therefore, May 1, 2021) or the date immediately preceding our next annual meeting of stockholders, and the “full-term initial award” will vest in three equal installments on each anniversary of the date of grant. Beginning with our annual meeting of stockholders in May 2021, Dr. Liu will be eligible for equity award grants on the same terms as other continuing members of the Board. Currently, our policy provides for an annual award to continuing directors on the date of each annual meeting of stockholders of restricted stock units with a fair value at issuance of \$190,000. These shares vest, assuming continued service, on the earlier to occur of the next succeeding May 1 or the date immediately preceding the next annual meeting of stockholders. Under the terms of our outside director equity compensation policy, directors may in certain circumstances defer delivery of shares of common stock upon vesting, in accordance with the terms and conditions of a deferral program currently administered by our compensation committee. We will also reimburse Dr. Liu for all reasonable expenses in connection with her services to us.

The Company intends to enter into an indemnification agreement with Dr. Liu in the same form as our standard form of indemnification agreement with our other directors and executive officers, a copy of which has been incorporated by reference to Exhibit 10.1 of our Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947) and is incorporated herein in its entirety by reference.

There is no arrangement or understanding between Dr. Liu and any other persons pursuant to which Dr. Liu was elected as a director. In addition, Dr. Liu is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On March 31, 2021, the Company issued a press release announcing Dr. Liu’s appointment as a director. The press release is attached hereto as Exhibit 99.1 and incorporated herein in its entirety by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	MaxLinear, Inc. Press Release, dated March 31, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

Date: March 31, 2021

MAXLINEAR, INC.

(Registrant)

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



FOR IMMEDIATE RELEASE

MaxLinear Appoints Tsu-Jae King Liu to its Board of Directors

Carlsbad, Calif. – March 31, 2021 – MaxLinear, Inc. (NYSE: MXL), a leading provider of radio frequency (RF), analog, digital and mixed-signal integrated circuits, announced today the appointment of Dr. Tsu-Jae King Liu, Dean and Professor of the College of Engineering at the University of California, Berkeley, to its board of directors. Dr. Liu has been appointed a Class I director with a term continuing until the 2022 annual meeting of stockholders, effective immediately.

“We are extremely pleased to welcome Dr. Liu to our board of directors,” said Kishore Seendripu, Ph.D., MaxLinear’s Chairman and Chief Executive Officer. “Her world renowned expertise in semiconductor process technologies as a co-inventor of the FinFET, and her extensive leadership experience, including as a member of the board of directors of Intel, will be invaluable to MaxLinear as we continue to grow and deliver innovative semiconductor solutions that help shape the future of networking and communications.”

“I am thrilled to join the MaxLinear board,” stated Dr. Liu. “I look forward to working with my fellow board members and the management team to help accelerate MaxLinear’s progress towards its ambitious goals, which are at the heart of its exciting strategic roadmap.”

Dr. Tsu-Jae King Liu currently serves as Dean of the College of Engineering at UC Berkeley and holds the Roy W. Carlson endowed chair. She is a professor in the Department of Electrical Engineering and Computer Sciences and is also a member of the board of directors of Intel Corporation. In addition, Dr. Liu is an elected member of the U.S. National Academy of Engineering and is a fellow of the U.S. National Academy of Inventors. Among her awards are the Ross M. Tucker AIME Electronics Materials Award for seminal work in polycrystalline silicon-germanium thin films, a NSF Career Award for research in thin-film transistor technology, the Intel Outstanding Researcher in Nanotechnology Award, the IEEE Aldert van der Ziel Award for distinguished educational and research efforts in electronics, and the DARPA Significant Technical Achievement Award for co-inventing the FinFET, an advanced transistor design used in all leading computer chips today. Dr. Liu earned her B.S., M.S. and Ph.D. degrees from Stanford University in 1984, 1986, and 1994 respectively.

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 multimarket applications. MaxLinear is headquartered in Carlsbad, California. For more information, please visit www.maxlinear.com.

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

Cautionary Note About 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 future financial performance, trends and opportunities affecting MaxLinear products and the ability of management personnel, including MaxLinear’s board, to contribute to the growth of its business. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to be materially different from any future results expressed or implied by these forward-looking statements. MaxLinear’s business, revenues, and operating results are and will be subject to numerous risks and uncertainties, including (among others) uncertainties concerning how end user markets for its products will develop; substantial competition within the semiconductor industry; MaxLinear’s dependence on a limited number of customers for a substantial portion of revenues; its ability to continue to develop and introduce new and enhanced products on a timely basis; and potential decreases in average selling prices for its products. In addition to these risks and uncertainties, investors should review the risks and uncertainties contained in MaxLinear’s filings with the United States Securities and Exchange Commission, including risks and uncertainties identified in our Annual Report on Form 10-K for the year ended December 31, 2020.

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