

# 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>LOUGHEED JAMES</b>  (Last) (First) (Middle) <b>C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100</b>  (Street) <b>CARLSBAD, CA 92008</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MAXLINEAR INC [MXL]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/24/2021</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) See Remarks  6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
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**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	05/24/2021		M		24,292	A	\$ 13.03	110,332	D	
Common Stock	05/24/2021		S		24,292	D	\$ 36.287 (1)	86,040	D	
Common Stock	05/25/2021		M		6,739	A	\$ 13.03	92,779	D	
Common Stock	05/25/2021		M		15,620	A	\$ 12.17	108,399	D	
Common Stock	05/25/2021		M		7,641	A	\$ 13.61	116,040	D	
Common Stock	05/25/2021		S		30,000	D	\$ 36.6216 (2)	86,040	D	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 13.03	05/24/2021		M			2,531	(3)	09/14/2022	Common Stock	2,531.00	\$ 0	0	D	
Stock Option (right to buy)	\$ 13.03	05/24/2021		M			21,761	(4)	09/14/2022	Common Stock	21,761.00	\$ 0	6,739	D	
Stock Option (right to buy)	\$ 13.03	05/25/2021		M			6,739	(4)	09/14/2022	Common Stock	6,739.00	\$ 0	0	D	
Stock Option (right to buy)	\$ 12.17	05/25/2021		M			15,620	(5)	02/01/2023	Common Stock	15,620.00	\$ 0	0	D	

Stock Option (right to buy)	\$ 13.61	05/25/2021		M			7,641	(6)	05/02/2023	Common Stock	7,641.00	\$ 0	15,836	D
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUGHEED JAMES C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			See Remarks	

## Signatures

/s/ Connie Kwong, as Attorney-in-Fact		05/26/2021
<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) Represents the weighted average share price of an aggregate total of 24,292 shares sold in the price range of \$36.08 to \$36.59 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) Represents the weighted average share price of an aggregate total of 30,000 shares sold in the price range of \$36.16 to \$37.025 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.
- Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, the option shall vest as follows: (i) beginning on May 14, 2017 (the "Vesting Commencement Date) and through December 14, 2017, 11.452% of the shares subject to the option vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, (ii) beginning on January 14, 2018 and through December 14, 2018, 28.015% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, and (iii) beginning on January 14, 2019 and through December 14, 2019, 60.533% of the shares subject to the option shall vest and become exercisable in equal monthly installments on the same day of the month as the Vesting Commencement Date.
- Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, the option shall vest as follows: (i) beginning on May 14, 2017 (the "Vesting Commencement Date) and through December 14, 2017, 34.77% of the shares subject to the option vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, (ii) beginning on January 14, 2018 and through December 14, 2018, 47.32% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date, and (iii) beginning on January 14, 2019 and through September 14, 2019, 17.91% of the shares subject to the option shall vest and become exercisable in equal monthly installments over such period on the same day of the month as the Vesting Commencement Date.
- Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one thirty-third (1/33rd) of the shares subject to the option vested and
- (5) became exercisable on June 1, 2017 (the "Vesting Commencement Date), and one thirty-third (1/33rd) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.
- Subject to the Reporting Person continuing to provide services to the Company through each applicable vesting date, one thirty-first (1/31st) of the shares subject to the option vested and
- (6) became exercisable on June 2, 2017 (the "Vesting Commencement Date), and one thirty-first (1/31st) of the shares subject to the option shall vest and become exercisable each month thereafter on the same day of the month as the Vesting Commencement Date.

### Remarks:

Vice President, Marketing, High Performance Analog

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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