

# 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>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>05/28/2021</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)					

**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	05/28/2021		M		21,090	A	\$ 9.23	235,408	D	
Common Stock	05/28/2021		S		13,086	D	\$ 37.9533 (1)	222,322	D	
Common Stock	06/01/2021		M		21,077	A	\$ 9.23	243,399	D	
Common Stock	06/01/2021		S		13,035	D	\$ 38.6162 (2)	230,364	D	
Common Stock								551,430	I	See footnote (3)
Common Stock								410,731	I	See footnote (4)
Common Stock								410,731	I	See footnote (5)
Common Stock								344,997	I	See footnote (6)
Common Stock								344,997	I	See footnote (7)
Common Stock								394,891	I	See footnote (8)
Common Stock								394,891	I	See footnote (9)
Common Stock								396,526	I	See footnote (10)
Common Stock								396,526	I	See footnote (11)
Common Stock								18,920	I	See footnote (12)

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	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 9.23	05/28/2021		M			21,090	(13)	06/02/2021	Common Stock	21,090.00	\$ 0	21,077	D	
Stock Option (right to buy)	\$ 9.23	06/01/2021		M			21,077	(13)	06/02/2021	Common Stock	21,077.00	\$ 0	0	D	

## 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		06/02/2021
<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 13,086 shares sold in the price range of \$37.94 to \$38.03 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 13,035 shares sold in the price range of \$38.42 to \$38.81 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) 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.
  - (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 2019-2 Annuity Trust dated November 9, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
  - (7) 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.
  - (8) 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.
  - (9) 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.
  - (10) 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.
  - (11) 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.
  - (12) 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.
  - (13) 105,437 shares subject to the option vested and became exercisable on August 20, 2014, and an additional one-sixteenth (1/16th) of the shares subject to the option shall vest and become exercisable on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested and exercisable on May 20, 2018.

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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