

# 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>REDDY MADHUKAR</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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-left: 100px;">VP, Central Engineering</div>
(Last) (First) (Middle) <b>C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2022</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	02/04/2022		A		5,900 <a href="#">(1)</a>	A	\$ 0	416,301	D	
Common Stock	02/04/2022		A		9,117 <a href="#">(2)</a>	A	\$ 0	425,418	D	
Common Stock	02/04/2022		F		3,266	D	\$ 62.15	422,152	D	
Common Stock	02/04/2022		A		6,077 <a href="#">(2)</a>	A	\$ 0	428,229	D	
Common Stock	02/04/2022		F		2,101	D	\$ 62.15	426,128	D	
Common Stock	02/04/2022		A		16,195 <a href="#">(3)</a>	A	\$ 0	442,323	D	
Common Stock	02/04/2022		F		7,895	D	\$ 62.15	434,428	D	
Common Stock	02/04/2022		A		10,797 <a href="#">(3)</a>	A	\$ 0	445,225	D	
Common Stock	02/04/2022		F		5,353	D	\$ 62.15	439,872	D	
Common Stock	02/04/2022		A		2,514 <a href="#">(4)</a>	A	\$ 0	442,386	D	
Common Stock	02/04/2022		F		1,246	D	\$ 62.15	441,140	D	
Common Stock	02/04/2022		A		1,676 <a href="#">(4)</a>	A	\$ 0	442,816	D	
Common Stock	02/04/2022		F		830	D	\$ 62.15	441,986	D	
Common Stock								32,069	I	See footnote <a href="#">(5)</a>
Common Stock								32,069	I	See footnote <a href="#">(6)</a>

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				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			VP, Central Engineering	

## Signatures

/s/ Connie Kwong, as Attorney-in-Fact		02/08/2022
<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).

Represents shares of Common Stock issued to the Reporting Person for the 2021 performance period under the Company's Executive Incentive Bonus Plan (the "Bonus Plan"). All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the award amount earned under the Bonus

(1) Plan and the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 4, 2022. The Reporting Person has deferred settlement of the shares pursuant to a Restricted Stock Unit Election Form entered into by the Reporting Person on December 22, 2020 until the earliest of (i) January 1, 2027; (ii) the date of termination of the executive officer's service to the Company; or (iii) a qualifying change in control.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2021 fiscal year that were (2) approved as part of the 2019 performance-based restricted stock award granted on May 20, 2019. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2021 fiscal year that were (3) approved as part of the 2020 performance-based restricted stock award granted on March 31, 2020. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2021 fiscal year that were (4) approved as part of the 2021 performance-based restricted stock award granted on May 20, 2021. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.

(5) Shares held by Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(6) Shares held by Madhukar Reddy Cust Arnay Maram Reddy UTMA, for which the Reporting Person serves as custodian.

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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