

# 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*<br>Jones William Kelly                |                                      | 2. Issuer Name and Ticker or Trading Symbol<br>MAXLINEAR INC [MXL]                      |                                | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>VP of Worldwide Operations |   |            |          |   |  |   |
|--|--------------------------------------|---|--------------------------------|---|---|------------|----------|---|--|---|
| (Last) (First) (Middle)<br>C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/20/2022                          |                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |   |            |          |   |  |   |
| (Street)<br>CARLSBAD, CA 92008   |                                      | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |                                |   |   |            |          |   |  |   |
| (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 (1)   | 05/20/2022                           |   | M                              |   | 168   | A          | \$ 0     | 3,907   | D  |   |
| Common Stock   | 05/20/2022                           |   | F                              |   | 168   | D          | \$ 38.45 | 3,739   | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Units                     | (1)  | 05/20/2022                           |  | M                              | 168   | (2)  | (2)             | Common Stock  | 168.00                     | \$ 0                                       | 4,400  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Jones William Kelly<br>C/O MAXLINEAR, INC.<br>5966 LA PLACE COURT, SUITE 100<br>CARLSBAD, CA 92008 |               |           | VP of Worldwide Operations |       |

## Signatures

|                                       |            |
|---------------------------------------|------------|
| /s/ Connie Kwong, as Attorney-in-Fact | 05/24/2022 |
| Signature of Reporting Person         | Date       |

## 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.

Subject to the Reporting Person continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, ten percent (10%) of the 4,888 RSUs subject to the award will vest on May 20, 2022; twenty percent (20%) of the RSUs subject to the award will vest on May 20, 2023; thirty percent (30%) of the RSUs subject to the award will vest on May 20, 2024; and forty percent (40%) of the RSUs subject to the award will vest on May 20, 2025, such that all the RSUs subject to the award will then be fully vested.

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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