

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Torgerson William</u> (Last) (First) (Middle) <u>C/O MAXLINEAR, INC.</u> <u>5966 LA PLACE COURT, SUITE 100</u> (Street) <u>CARLSBAD CA 92008</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MAXLINEAR, INC [MXL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP/GM, Broadband Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 ⁽¹⁾	08/20/2023		M		1,138	A	\$0	159,978	D	
Common Stock	08/20/2023		F		1,138	D	\$22.61 ⁽²⁾	158,840	D	
Common Stock	08/20/2023		A		1,558 ⁽³⁾	A	\$0	160,398	D	
Common Stock	08/20/2023		F		379	D	\$22.61 ⁽⁴⁾	160,019	D	
Common Stock	08/20/2023		A		1,187 ⁽³⁾	A	\$0	161,206	D	
Common Stock	08/20/2023		F		289	D	\$22.61 ⁽⁴⁾	160,917	D	

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 Securities Underlying Derivative Security (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: 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				
Restricted Stock Units	(1)	08/20/2023		M			1,138	(5)	(5)	Common Stock	1,138	\$0	6,236	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
- On August 20, 2023, the Reporting Person's RSUs vested. The RSUs were settled on August 21, 2023, the first business day following the vesting date. The closing price of the Issuer's Common Stock on August 18, 2023 was the settlement price used to calculate the shares withheld.
- Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the performance period ended July 2023 that were approved as part of the 2022 performance-based restricted stock ("PSU") award granted on July 29, 2022. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.
- The PSUs were settled on August 21, 2023, the first business day following the date the shares of Common Stock were issued. The closing price of the Issuer's Common Stock on August 18, 2023 was the settlement price used to calculate the shares withheld.
- 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 15,588 RSUs subject to the award will vest on August 20, 2021; twenty percent (20%) of the RSUs subject to the award will vest on August 20, 2022; thirty percent (30%) of the RSUs subject to the award will vest on August 20, 2023; and forty percent (40%) of the RSUs subject to the award will vest on August 20, 2024, such that all the RSUs subject to the award will then be fully vested.

Remarks:

/s/ Connie Kwong, as Attorney-in-Fact 08/22/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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