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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>Kwong Connie H.</u>  (Last) (First) (Middle) C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100  (Street) CARLSBAD CA 92008  (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 Officer (give title below) Other (specify below)  Corporate Controller & PAO
	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2023	
	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 <sup>(1)</sup>	08/21/2023		M		1,903	A	\$0	44,749	D	
Common Stock	08/21/2023		F		1,903	D	\$22.73	42,846	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
Restricted Stock Units	(1)	08/21/2023		M			860	(2)	(2)	Common Stock	860	\$0	2,339	D	
Restricted Stock Units	(1)	08/21/2023		M			1,043	(3)	(3)	Common Stock	1,043	\$0	6,379	D	

**Explanation of Responses:**

- 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 5,845 RSUs subject to the award shall vest on August 20, 2021; twenty percent (20%) of the RSUs subject to the award shall vest on August 20, 2022; thirty percent (30%) of the RSUs subject to the award shall vest on August 20, 2023; and forty percent (40%) of the RSUs subject to the award shall vest on August 20, 2024, such that all the RSUs subject to the award will then be fully vested. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2023. On August 21, 2023, the deferred shares of Common Stock were delivered to the Reporting Person. The closing price of the Issuer's Common Stock on August 21, 2023 was the settlement price used to calculate the shares withheld.
- Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 8,506 RSUs subject to the award will vest on August 20, 2023, and twenty five percent (25%) of the RSUs subject to the award will vest annually on each August 20 thereafter, such that the award will be fully vested on August 20, 2026. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on August 20, 2023. On August 21, 2023, the deferred shares of Common Stock were delivered to the Reporting Person. The closing price of the Issuer's Common Stock on August 21, 2023 was the settlement price used to calculate the shares withheld.

**Remarks:**

/s/ Connie Kwong 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.