
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

UNDER THE SECURITIES ACT OF 1933

MaxLinear, Inc.

(Exact name of registrant as specified in its charter)

Delaware **14-1896129**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

5966 La Place Court, Suite 100
Carlsbad, California 92008
(Address of Principal Executive Offices)(Zip Code)

**2010 EQUITY INCENTIVE PLAN
2010 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

Kishore Seendripu, Ph.D.
5966 La Place Court, Suite 100
Carlsbad, California 92008
(Name and address of agent for service)

(760) 692-0711
(Telephone number, including area code, of agent for service)

Copies to:
Mark Baudler
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT
ON FORM S-8 NO. 333-217021, NO. 333-223847, NO. 333-230606, NO. 333-237274, NO. 333-254961, NO. 333-263824, and NO. 333-269507**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the MaxLinear, Inc. 2010 Equity Incentive Plan and the 2010 Employee Stock Purchase Plan under the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on [March 30, 2017](#) (File No. 333-217021), the Registration Statement on Form S-8 filed with the Commission on [March 22, 2018](#) (File No. 333-223847), the Registration Statement on Form S-8 filed with the Commission on [March 29, 2019](#) (File No. 333-230606), the Registration Statement on Form S-8 filed with the Commission on [March 19, 2020](#) (File No. 333-237274), the Registration Statement on Form S-8 filed with the Commission on [April 1, 2021](#) (File No. 333-254961), the Registration Statement on Form S-8 filed with the Commission on [March 24, 2022](#) (File No. 333-263824), and the Registration Statement on Form S-8 filed with the Commission on [February 1, 2023](#) (File No. 333-269507). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Specimen Common Stock Certificate of the Registrant (which is incorporated herein by reference to Exhibit 4.1 to the Registrant's Amendment No. 1 to Form 8-A (Registration No. 001-34666), filed on March 30, 2017).
4.2+	2010 Equity Incentive Plan, as amended December 13, 2018 (incorporated by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K (File No. 001-34666), filed on December 19, 2018).
4.3+	Form of Agreement under the 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 of the Registrant's Quarterly Report on Form 10-Q (File No. 001-34666), filed on July 28, 2011).
4.4+†	Form of Restricted Stock Unit Award Agreement for Performance-Based Awards under the 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.17 of the Registrant's Annual Report on Form 10-K (File No. 001-34666), filed on January 31, 2024).
4.5+	2010 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.8 of the Registrant's Current Report on Form 8-K (File No. 001-34666), filed on August 15, 2016).
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature page hereto).
107.1	Filing Fee Table

+ Indicates management contract or compensatory plan, contract or arrangement.

† Certain portions of this exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The Registrant agrees to furnish supplementally an unredacted copy of the exhibit to the Securities and Exchange Commission upon its request..

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on this 31st day of January 2024.

MAXLINEAR, INC.

(Registrant)

By: /s/ KISHORE SEENDRIPU, PH.D.
Kishore Seendripu, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Date: January 31, 2024

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Kishore Seendripu, Ph.D. and Steven G. Litchfield, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KISHORE SEENDRIPU, PH.D.</u> Kishore Seendripu, Ph.D.	President and Chief Executive Officer (Principal Executive Officer)	January 31, 2024
<u>/s/ STEVEN G. LITCHFIELD</u> Steven G. Litchfield	Chief Financial Officer and Chief Corporate Strategy Officer (Principal Financial Officer)	January 31, 2024
<u>/s/ CONNIE KWONG</u> Connie Kwong	Corporate Controller (Principal Accounting Officer)	January 31, 2024
<u>/s/ THOMAS E. PARDUN</u> Thomas E. Pardun	Lead Director	January 31, 2024
<u>/s/ DANIEL A. ARTUSI</u> Daniel A. Artusi	Director	January 31, 2024
<u>/s/ CAROLYN D. BEAVER</u> Carolyn D. Beaver	Director	January 31, 2024
<u>/s/ GREGORY P. DOUGHERTY</u> Gregory P. Dougherty	Director	January 31, 2024
<u>/s/ TSU-JAE KING LIU, PH.D.</u> Tsu-Jae King Liu, Ph.D.	Director	January 31, 2024
<u>/s/ ALBERT J. MOYER</u> Albert J. Moyer	Director	January 31, 2024
<u>/s/ THEODORE TEWKSBURY, PH.D.</u> Theodore Tewksbury, Ph.D.	Director	January 31, 2024

Calculation of Filing Fee Table

Form S-8

(Form Type)

MaxLinear, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

CALCULATION OF REGISTRATION FEE

Security Type	Securities Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock (\$0.0001 par value) reserved for issuance under the 2010 Equity Incentive Plan	Other (3)	2,583,311 shares(2)	\$23.51(3)	\$60,733,641.61	\$0.00014760	\$8,964.29
Equity	Common Stock (\$0.0001 par value) reserved for issuance under the 2010 Employee Stock Purchase Plan	Other (5)	968,741 shares(4)	\$19.98(5)	\$19,355,445.18	\$0.00014760	\$2,856.86
	Total Offering Amounts				\$80,089,086.79		\$11,821.15
	Total Fee Offsets						\$—
	Net Fee Due						\$11,821.15

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under any of the listed plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2010 Equity Incentive Plan, as amended (the "2010 EIP"), on January 1, 2024 pursuant to an "evergreen" provision contained in the 2010 EIP. Pursuant to such provision, on January 1st of each fiscal year commencing in 2011 and ending ten years from our 2016 annual meeting of stockholders, the number of shares authorized for issuance under the 2010 EIP is automatically increased by a number equal to the lesser of (i) 2,583,311 shares, (ii) four percent (4%) of the aggregate number of shares of Common Stock outstanding on December 31st of the preceding fiscal year, or (iii) a lesser number of shares that may be determined by the Registrant's Board of Directors or a duly authorized committee of the Board of Directors.
- (3) Estimated in accordance with paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the total registration fee. Computation based upon \$23.51 per share, which is the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on January 24, 2024.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2010 Employee Stock Purchase Plan (the "2010 ESPP") on January 1, 2024 pursuant to an "evergreen" provision contained in the 2010 ESPP. Pursuant to such provision, on January 1st of each fiscal year commencing after January 1, 2017, the number of shares authorized for issuance under the 2010 ESPP is automatically increased by a number equal to the lesser of (i) 968,741 shares of Common Stock, (ii) one and a quarter percent (1.25%) of the outstanding shares of the Registrant's Common Stock on such date, or (iii) an amount determined by the Registrant's Board of Directors or a duly authorized committee of the Board of Directors.
- (5) Estimated in accordance with paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the total registration fee. Computation based upon 85% (see explanation in following sentence) of \$23.51 per share, which is the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on January 24, 2024. Pursuant to the 2010 ESPP, which plan is incorporated by reference herein, the purchase price of a share of Common Stock shall be an amount equal to 85% of the fair market value of a share of Common Stock on the Offering Date or the Exercise Date (each as defined in such plan), whichever is lower.

Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation

January 31, 2024

MaxLinear, Inc.
5966 La Place Court, Suite 100
Carlsbad, California 92008

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by MaxLinear, Inc., a Delaware corporation (the "Company") with the Securities and Exchange Commission (the "Commission") on or about the date hereof, relating to the registration under the the Securities Act of 1933, as amended (the "Act"), of an aggregate of 3,552,052 shares of your common stock, par value \$0.0001 per share (the "Future Issuance Shares"), consisting of: (i) 2,583,311 shares of common stock to be issued under the 2010 Equity Incentive Plan (the "2010 Plan"); and (ii) 2,583,311 shares of common stock to be issued under the 2010 Employee Stock Purchase Plan (the "ESPP" and, together with the 2010 Plan, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Future Issuance Shares to be issued under the Plans.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Future Issuance Shares, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,
WILSON SONSINI GOODRICH &
ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated January 31, 2024 with respect to the consolidated financial statements, financial statement schedule, and internal control over financial reporting of MaxLinear, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2023, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ Grant Thornton LLP

Newport Beach, California
January 31, 2024