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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 23, 2024

MaxLinear, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34666
(Commission
File Number)

14-1896129
(I.R.S. Employer
Identification No.)

5966 La Place Court, Suite 100, Carlsbad, California 92008
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(760) 692-0711**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------------|-------------------|---|
| Common stock, \$0.0001 par value | MXL | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

We held our Annual Meeting of Stockholders (“Annual Meeting”) on May 23, 2024. At the Annual Meeting, 75,426,004 shares of our common stock were present or represented by proxy, representing 90.81% of voting power of the shares of our common stock outstanding as of March 28, 2024, the record date for the Annual Meeting. The matters voted on at the Annual Meeting and the votes cast with respect to each such matter are set forth below.

1. **Election of Three Class III Directors.** The following nominees were re-elected by the holders of our common stock to serve as our Class III directors to hold office until our 2027 annual meeting of stockholders and until their successors have been duly elected and qualified:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------------|------------|------------|---------|------------------|
| Kishore Seendripu, Ph.D. | 64,696,574 | 1,219,157 | 114,303 | 9,395,970 |
| Thomas E. Pardun | 62,441,830 | 3,533,631 | 54,573 | 9,395,970 |
| Gregory P. Dougherty | 50,224,462 | 15,685,937 | 119,635 | 9,395,970 |

2. **Advisory Vote to Approve Named Executive Officer Compensation.** On an advisory basis, the compensation of our named executive officers for the year ended December 31, 2023, as disclosed in our proxy statement for our 2024 annual meeting of stockholders, was approved by our stockholders based on the following results of voting:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 57,427,163 | 7,987,891 | 614,980 | 9,395,970 |

3. **Ratification of Appointment of Independent Registered Public Accounting Firm.** The appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024 was ratified based on the following results of voting:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 75,065,594 | 261,277 | 99,133 | — |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2024

MAXLINEAR, INC.

(Registrant)

By: /s/ Steven G. Litchfield
Steven G. Litchfield
Chief Financial Officer and Chief Corporate Strategy Officer