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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported):**

February 13, 2026

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**MaxLinear, Inc.**

(Exact name of registrant as specified in its charter)

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**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)

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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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(d) Election of Director**

On February 13, 2026, the board of directors (the “Board”) of MaxLinear, Inc. (the “Company,” “we,” “us” or “our”) fixed the size of the Board to eight directors and appointed Kris Sennesael to serve as a member of the Board, effective immediately. Mr. Sennesael will serve as a Class I director with a term expiring at the Company’s 2028 annual meeting of stockholders. Mr. Sennesael was also appointed to the Audit Committee of the Board, effective immediately.

In connection with Mr. Sennesael’s appointment to the Board, under our compensation program, Mr. Sennesael will be entitled to a base annual retainer of \$60,000 per year for service as a Board member and a base annual retainer of \$10,000 for his service as an Audit Committee member. In addition, in accordance with our outside director equity compensation policy, we granted Mr. Sennesael a restricted stock on the date of his appointment to the Board having an estimated fair value on the grant date of \$380,000 (the “initial award”). The number of shares subject to the initial award was determined by dividing \$380,000 by the closing price of a share of our common stock on the grant date and reduced in accordance with the next sentence. The initial award was divided into two equal tranches, the “annual initial award” and the “full term initial award” with the value of the annual initial award then reduced on a pro-rata basis to reflect the number of days Mr. Sennesael will actually serve as a director between his appointment date and May 1, 2026. Consistent with the terms of our outside director equity compensation policy, the “annual initial award” will vest fully on the earlier to occur of the next May 1 following Mr. Sennesael’s appointment date as a director (therefore, May 1, 2026) or the date immediately preceding our next annual meeting of stockholders, and the “full term initial award” will vest in three equal installments on each anniversary of the grant date. Beginning with our next annual meeting of stockholders, Mr. Sennesael will be eligible for equity award grants in accordance with our outside director equity compensation policy on the same terms as other continuing non-employee directors. We will also reimburse Mr. Sennesael for all reasonable expenses in connection with his services to us.

The Company intends to enter into an indemnification agreement with Mr. Sennesael in the same form as our standard form of indemnification agreement with our other directors and executive officers, a copy of which has been incorporated by reference to Exhibit 10.1 of our Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947) and is incorporated herein in its entirety by reference.

There is no arrangement or understanding between Mr. Sennesael and any other persons pursuant to which Mr. Sennesael was appointed as a director. In addition, Mr. Sennesael is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On February 17, 2026, the Company issued a press release announcing Mr. Sennesael’s appointment as a director. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit</u>	<u>Description</u>
99.1	<a href="#">Press Release dated February 17, 2026</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: February 17, 2026

MAXLINEAR, INC.

(Registrant)

By: /s/ Steven Litchfield

Steven Litchfield

Chief Financial Officer and Chief Corporate Strategy Officer



FOR IMMEDIATE RELEASE

**MaxLinear Appoints Kris Sennesael to Board of Directors**

**Carlsbad, Calif. – February 17, 2026** – MaxLinear, Inc. (Nasdaq: MXL), a leading provider of radio frequency (RF), analog, digital and mixed-signal integrated circuits, today announced the appointment of Kris Sennesael to its Board of Directors, effective February 13, 2026.

With more than 25 years of global financial and operational leadership in the semiconductor industry, Sennesael brings deep expertise in strategic planning, capital markets, and scaling high-growth technology businesses. He is currently Executive Vice President and Chief Financial Officer of Western Digital (WD), where he oversees the global finance organization.

“Kris’ extensive semiconductor industry experience, financial acumen, and track record of operational excellence make him an invaluable addition to MaxLinear’s Board of Directors,” said Kishore Seendripu, Chairman and CEO. “We look forward to drawing on his insight and expertise as we strategically invest for innovation and growth while maintaining our focus on delivering enduring shareholder value.”

Prior to WD, Sennesael served as Senior Vice President and Chief Financial Officer at Skyworks Solutions, where he played a pivotal role in driving the company’s profitable growth and operational efficiency. He previously held CFO positions at Enphase Energy and Standard Microsystems, contributing to successful transformations and market expansion initiatives. His background spans corporate finance, acquisition strategy, investor relations, and international operations. From 2022 to 2025, Sennesael also served as a director and audit committee chair for Moxone Solar Technologies, a global leader in solar innovation.

“I am honored to join the MaxLinear Board at such a pivotal moment for the company,” said Sennesael. “MaxLinear’s differentiated technology roadmap, deep engineering talent, and disciplined operational execution create a powerful foundation for long-term value creation. I look forward to working with the Board and management team to help accelerate the company’s next phase of growth.”

**About MaxLinear, Inc.**

MaxLinear, Inc. (Nasdaq:MXL) is a leading provider of radio frequency (RF), analog, digital and mixed-signal integrated circuits for access and connectivity, wired and wireless infrastructure, and industrial and multi-market applications. MaxLinear is headquartered in Carlsbad, California. For more information, please visit [www.maxlinear.com](http://www.maxlinear.com).

MXL is MaxLinear’s registered trademark. Other trademarks appearing herein are the property of their respective owners.

**Cautionary Note Concerning Forward-Looking Statements**

*This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include, among others, statements regarding our ability to invest for innovation and growth; statements regarding our potential growth; statements regarding our ability to deliver shareholder value; and statements by Kris Sennesael and our Chairman and CEO. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to be materially different from any future results expressed or implied by the forward-looking statements and our future financial performance and operating results forecasts generally. Forward-looking statements are based on management’s current, preliminary expectations and are subject to various risks and uncertainties. In particular, our future operating results are substantially dependent on our assumptions about market trends and conditions. Additional risks and uncertainties affecting our business, future operating results and financial condition include, without limitation, risks relating to: our terminated merger with Silicon Motion and related arbitration and class action complaint and the risks related to potential payment of damages; the effect of intense and increasing competition; increased tariffs, export controls or imposition of other trade barriers; impacts of global economic conditions; the cyclical nature of the semiconductor industry; a significant variance in our operating results and impact on volatility in our stock price, and our ability to sustain our current level of revenue,*

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*which has previously declined, and/or manage future growth effectively, and the impact of excess inventory in the channel on our customers' expected demand for certain of our products and on our revenue; escalating trade wars, military conflicts and other geopolitical and economic tensions among the countries in which we conduct business; international geopolitical and military conflicts; our ability to obtain or retain government authorization to export certain of our products or technology; the loss of, or a significant reduction in orders from major customers; legal proceedings or potential violations of regulations; information technology failures; a decrease in the average selling prices of our products; failure to penetrate new applications and markets; development delays and consolidation trends in our industry; inability to make substantial and productive research and development investments; delays or expenses caused by undetected defects or bugs in our products; substantial quarterly and annual fluctuations in our revenue and operating results; failure to timely develop and introduce new or enhanced products; order and shipment uncertainties and differences between our estimates of customer demand and product mix and our actual results; failure to accurately predict our future revenue and appropriately budget expenses; lengthy and expensive customer qualification processes; customer product plan cancellations; failure to maintain compliance with government regulations; failure to attract and retain qualified personnel; any adverse impact of rising interest rates on us, our customers, and our distributors and related demand; risks related to compliance with privacy, data protection and cybersecurity laws and regulations; risks related to conforming our products to industry standards; risks related to business acquisitions and investments; claims of intellectual property infringement; our ability to protect our intellectual property; security vulnerabilities of our products; use of open source software in our products; failure to manage our relationships with, or negative impacts from, third parties; and future decisions relating to our stock repurchase program.*

*In addition to these risks and uncertainties, investors should review the risks and uncertainties contained in our filings with the Securities and Exchange Commission (SEC), including our Current Reports on Form 8-K, as well as the information to be set forth under the caption "Risk Factors" in MaxLinear's Annual Report on Form 10-K for the year ended December 31, 2025. All forward-looking statements are based on the estimates, projections and assumptions of management as of January 29, 2026, and MaxLinear is under no obligation (and expressly disclaims any such obligation) to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.*

**MaxLinear, Inc. Investor Relations Contact:**

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