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

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**Post-Effective Amendment No. 1 to  
FORM S-8  
REGISTRATION STATEMENT**

*UNDER THE SECURITIES ACT OF 1933*

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**MaxLinear, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>14-1896129</b> (I.R.S. Employer Identification No.)
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**5966 La Place Court, Suite 100  
Carlsbad, California 92008**  
(Address of Principal Executive Offices)(Zip Code)

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**2024 Inducement Equity Incentive Plan**  
(Full title of the plan)

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

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

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

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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

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**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (File No. 333-280003) (the “Registration Statement”) previously filed by MaxLinear, Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission on June 6, 2024 to register an aggregate of 4,000,000 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), to be issued pursuant to the Company’s 2024 Inducement Equity Incentive Plan (the “Inducement Plan”).

The Company terminated the Inducement Plan as to future grants on May 20, 2026. This Post-Effective Amendment hereby deregisters 3,174,715 shares of Common Stock that were previously registered pursuant to the Registration Statement and were available for grant under the Inducement Plan. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Common Stock.

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