

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0104  
 Estimated average burden hours per response... 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person LaChance Michael J.  (Last) (First) (Middle) 2051 PALOMAR AIRPORT ROAD, SUITE 100  (Street) CARLSBAD, CA 92011  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/04/2011	3. Issuer Name <b>and</b> Ticker or Trading Symbol MAXLINEAR INC [MXL]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President, Operations	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	05/20/2015	Class A Common Stock (par value \$0.0001)	30,000	\$ (2)	D	
Stock Option (Right to Buy)	(3)	06/30/2018	Class A Common Stock (par value \$0.0001)	60,000	\$ 8.66	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LaChance Michael J. 2051 PALOMAR AIRPORT ROAD			Vice President, Operations	

SUITE 100 CARLSBAD, CA 92011				
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## Signatures

/s/ Patrick E. McCready, as Attorney-in-Fact <small>**Signature of Reporting Person</small>		11/07/2011 <small>Date</small>
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## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Subject to the Reporting Person's continuing to be a service provider (as defined in the 2010 Equity Incentive Plan) through each such date, twenty five percent (25%) of the restricted stock units ("RSUs") subject to the award shall vest on May 20, 2012, and one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each August 20, November 20, February 20, and May 20 thereafter, such that the award shall be fully vested on May 20, 2015.

(2) Each RSU represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

(3) Subject to the Reporting Person's continuing to be a service provider (as defined in the 2010 Equity Incentive Plan) through each such date, twenty five percent (25%) of the shares subject to the option shall vest and become exercisable on May 2, 2012, and one forty-eighth (1/48th) of the shares subject to the option shall vest and become exercisable each month thereafter, such that the option shall be fully vested and exercisable on the four (4) year anniversary of May 2, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of MaxLinear, Inc. (the "Company"), hereby constitutes and appoints Kishore Seendripu, Adam Spice, Patrick McCready, Anthony Mauriello, Daniel Koeppen and Meghan Barr

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934;
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity as agents, shall have full authority to execute on behalf of the undersigned all such forms and amendments thereto and to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless otherwise amended or terminated in writing.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of November, 2011.

Signature: /s/ Michael J. LaChance

Print Name: Michael J. LaChance