

# FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 * <b>Sprague Brian</b>			2. Issuer Name and Ticker or Trading Symbol <b>MAXLINEAR INC [MXL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>VP &amp; GM, Broadband &amp; Consumer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2014			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		
5966 LA PLACE COURT, SUITE 100			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
CARLSBAD, CA 92008								
(City)			(State)			(Zip)		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (par value \$0.0001) (1)	11/20/2014		M		2,279	A	\$ 0	111,867 (2)	D	
Class A Common Stock (par value \$0.0001)	11/20/2014		F		2,279	D	\$ 7.29	109,588	D	

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

**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.**

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	11/20/2014		M		1,614	(3)	08/20/2015	Class A Common Stock (par value \$0.0001)	1,614	\$ 0	12,891	D	
Restricted Stock Units	(1)	11/20/2014		M		665	(4)	05/20/2018	Class A Common Stock (par value \$0.0001)	665	\$ 0	24,777	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprague Brian 5966 LA PLACE COURT SUITE 100 CARLSBAD, CA 92008			VP & GM, Broadband & Consumer	

## Signatures

/s/ Adam Spice, as Attorney-in-Fact		11/24/2014
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Each restricted stock unit ("RSU") represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

(2) Includes 752 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 17, 2014.

Subject to the Reporting Person's continuing to be a service provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 68,750 RSUs subject to the award shall vest on August 20, 2012, and one-sixteenth (1/16th) of the 68,750 RSUs subject to the award shall vest on each of November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on August 20, 2015.

Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 28,316 RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

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

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