

FORM 3

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

| OMB APPROVAL | |
|------------------------------------------------|-----------|
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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 * Kwong Connie H. | 2. Date of Event Requiring Statement (Month/Day/Year) 02/15/2016 | 3. Issuer Name and 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) Corporate Controller & PAO | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 (Street) CARLSBAD, CA 92008 | | 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 | |
| (City) (State) (Zip) | 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) |
|-------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| Class A Common Stock (par value \$0.0001) | 808 | D | |

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) | (1) | Class A Common Stock (par value \$0.0001) | 9,000 | \$ (2) | D | |
| Restricted Stock Units | (3) | (3) | Class A Common Stock (par value \$0.0001) | 10,000 | \$ (2) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kwong Connie H. | | | | |

| | | | | |
|-----------------------------------------------------------------------------|--|--|----------------------------|--|
| C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008 | | | Corporate Controller & PAO | |
|-----------------------------------------------------------------------------|--|--|----------------------------|--|

Signatures

| | | |
|----------------------------------------------|--|---------------------|
| /s/ Adam Spice, as Attorney-in-Fact | | 02/17/2016 |
| <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 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 applicable vesting date, the restricted stock units ("RSUs") subject to the award will vest as follows: twenty-five percent (25%) of the RSUs will vest on May 20, 2016, and one-sixteenth (1/16th) of the RSUs subject will vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on May 20, 2019.

(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 applicable vesting date, the RSUs subject to the award will vest as follows: one-sixteenth (1/16th) of the RSUs will vest on February 20, 2016, and one-sixteenth (1/16th) of the RSUs will vest on each May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.

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, Curtis Ling, Adam Spice, Robert Komegay, Jason Skolnik, Zach Myers, Daniel Horwood, and Pamela Blas the undersigned's true and lawful attorneys-in-fact to:

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 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
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 at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

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 earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of February, 2016.

Signature:/s/ Connie H. Kwong

Print Name: Connie H. Kwong

Exhibit 24