

# 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 * WALSH BRENDAN			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]			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) _____ VP, Product Line Marketing		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2017					
C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100								
(Street)			4. 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		
CARLSBAD, CA 92008								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	03/29/2017		C	(1)	166,023	D	\$ 0	0	D	
Common Stock	03/29/2017		C	(1)	166,023	A	\$ 0	166,023	D	

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

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**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	03/29/2017		J	(3)		28,021	(4)	(4)	Class A Common Stock	28,021	\$ 0	0	D	
Restricted Stock Units	(5)	03/29/2017		J	(3)		28,021	(4)	(4)	Common Stock	28,021	\$ 0	28,021	D	
Restricted Stock Units	(2)	03/29/2017		J	(3)		11,250	(6)	(6)	Class A Common Stock	11,250	\$ 0	0	D	
Restricted Stock Units	(5)	03/29/2017		J	(3)		11,250	(6)	(6)	Common Stock	11,250	\$ 0	11,250	D	
Restricted Stock Units	(2)	03/29/2017		J	(3)		17,475	(7)	(7)	Class A Common Stock	17,475	\$ 0	0	D	
Restricted Stock Units	(5)	03/29/2017		J	(3)		17,475	(7)	(7)	Common Stock	17,475	\$ 0	17,475	D	
Restricted Stock Units	(2)	03/29/2017		J	(3)		13,836	(8)	(8)	Class A Common Stock	13,836	\$ 0	0	D	
Restricted Stock Units	(5)	03/29/2017		J	(3)		13,836	(8)	(8)	Common Stock	13,836	\$ 0	13,836	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH BRENDAN C/O MAXLINEAR, INC.			VP, Product Line Marketing	

5966 LA PLACE COURT, SUITE 100  
CARLSBAD, CA 92008

## Signatures

/s/ Adam Spice, as Attorney-in-Fact

03/30/2017

Signature of Reporting Person

Date

## 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) On March 29, 2017, each share of the Issuer's outstanding Class A Common Stock and Class B Common Stock automatically converted into one share of outstanding Common Stock pursuant to the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (3) In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan remain unchanged, except that they now represent a contingent right to receive one share of the Issuer's Common Stock.  
64,049 RSUs were originally granted on November 4, 2014. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through
- (4) each applicable vesting date, twenty five percent (25%) of the 64,049 RSUs subject to the award vested on November 20, 2015, and one-sixteenth (1/16th) of the RSUs subject to the award will vest on each successive February 20, May 20, August 20, and November 20 thereafter, such that the award will be fully vested on November 20, 2018.
- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.  
20,000 RSUs were originally granted on May 19, 2015. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through
- (6) each applicable vesting date, one-sixteenth (1/16th) of the 20,000 RSUs subject to the award vested on August 20, 2015, and an additional one-sixteenth (1/16th) 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, 2019.
- (7) 25,417 RSUs were originally granted on February 11, 2016. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through
- (8) each applicable vesting date, one-sixteenth (1/16th) of the 41,757 RSUs vested on February 20, 2016, and one-sixteenth (1/16th) of the RSUs shall vest on each successive, May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.  
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
- (8) 13,836 RSUs subject to the award shall vest on May 20, 2017, and one-sixteenth (1/16th) of the RSUs subject shall vest on each August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021.

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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