

FORM 4

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

| OMB APPROVAL | |
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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

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

(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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">VP, Product Line Marketing</div> | | |
| (Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/02/2019 | | | 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 | | |
| (Street) CARLSBAD, CA 92008 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (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 | | | |
| Common Stock (1) | 12/02/2019 | | M | | 1,910 | A | \$ 0 | 172,255 | D | |
| Common Stock | 12/02/2019 | | F | | 1,910 | D | \$ 19.34 | 170,345 | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 12/02/2019 | | M | | 765 | (2) | (2) | Common Stock | 765.00 | \$ 0 | 0 | D | |
| Restricted Stock Units | (1) | 12/02/2019 | | M | | 416 | (3) | (3) | Common Stock | 416.00 | \$ 0 | 4,324 | D | |
| Restricted Stock Units | (1) | 12/02/2019 | | M | | 729 | (4) | (4) | Common Stock | 729.00 | \$ 0 | 15,154 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALSH BRENDAN C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008 | | | VP, Product Line Marketing | |

Signatures

| | | |
|---------------------------------------|--|------------|
| /s/ Connie Kwong, as Attorney-in-Fact | | 12/03/2019 |
| 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.

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 25,417 RSUs subject to the award shall vest on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20,

(2) August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on November 20, 2019. On December 2, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on December 2, 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 13,836 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive August 20,

(3) November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on November 20, 2019. On December 2, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on December 2, 2019.

Subject to the Reporting Person 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 24,245 RSUs subject to the award shall vest on August 20, 2018, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each November 20, February 20, May 20, and August 20 thereafter, such that the award will be fully vested on May 20, 2022. Reporting Person deferred delivery of shares of Common Stock issuable upon the

(4) vesting of RSUs on November 20, 2019. On December 2, 2019, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on December 2, 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.