

# 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* <b>LITCHFIELD STEVEN G</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) _____ See remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/31/2020</b>			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		
C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) <b>CARLSBAD, CA 92008</b>			(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	03/31/2020		A		3,242 <a href="#">(1)</a>	A	\$ 0	63,991	D	
Common Stock	03/31/2020		F		1,091	D	\$ 11.67	62,900	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	<a href="#">(2)</a>	03/31/2020		A		28,920		<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock	28,920.00	\$ 0	28,920	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITCHFIELD STEVEN G C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			See remarks	

## Signatures

/s/ Connie Kwong, as Attorney-in-Fact	04/02/2020
<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).

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2019 fiscal year that were approved as (1) part of the 2019 performance-based restricted stock award granted on May 20, 2019. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.

(2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.

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-fourth (1/4th) of the 28,920

(3) RSUs subject to the award shall vest on May 20, 2021, and one fourth (1/4th) of the RSUs subject to the award shall vest on each May 20, thereafter, such that the award will be fully vested on May 20, 2024.

**Remarks:**

Chief Financial Officer and Chief Corporate Strategy Officer

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.