

# 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>WALSH BRENDAN</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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP, Product Line Marketing</b>						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2021</b>							
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			
Common Stock <a href="#">(1)</a>	05/31/2021		M		6,722	A	\$ 0	194,233	D	
Common Stock <a href="#">(1)</a>	05/31/2021		F		6,722	D	\$ 38.02	187,511	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	Amount or Number of Shares				
Restricted Stock Units	<a href="#">(1)</a>	05/31/2021		M			802	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	802.00	\$ 0	6,062	D	
Restricted Stock Units	<a href="#">(1)</a>	05/31/2021		M			2,147	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock	2,147.00	\$ 0	14,183	D	
Restricted Stock Units	<a href="#">(1)</a>	05/31/2021		M			2,412	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	2,412.00	\$ 0	15,759	D	
Restricted Stock Units	<a href="#">(1)</a>	05/31/2021		M			1,361	<a href="#">(5)</a>	<a href="#">(5)</a>	Common Stock	1,361.00	\$ 0	23,136	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 Kwont, as Attorney-in-Fact		06/01/2021
<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 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-sixteenth (1/16th) of the 24,245 RSUs subject to the award will vest on August 20, 2018, and an additional one-sixteenth (1/16th) of the RSUs subject to the award will 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 vesting of RSUs on May 20, 2021. On May 31, 2021, 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 May 28, 2021.

(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, ten percent (10%) of the 20,261 RSUs subject to the award will vest on May 20, 2020; twenty percent (20%) of the RSUs subject to the award will vest on May 20, 2021; thirty percent (30%) of the RSUs subject to the award will vest on May 20, 2022; forty percent (40%) of the RSUs subject to the award will vest on May 20, 2023, such that the award will be fully vested on May 20, 2023. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on May 20, 2021. On May 31, 2021, 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 May 28, 2021.

(4) 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, ten percent (10%) of the 25,706 RSUs subject to the award will vest on May 20, 2020; twenty percent (20%) of the RSUs subject to the award will vest on May 20, 2021; thirty percent (30%) of the RSUs subject to the award will vest on May 20, 2022; forty percent (40%) of the RSUs subject to the award will vest on May 20, 2023, such that the award will be fully vested on May 20, 2023. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on May 20, 2021. On May 31, 2021, 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 May 28, 2021.

(5) Subject to the Reporting Person continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, ten percent (10%) of the 25,706 RSUs subject to the award will vest on May 20, 2021; twenty percent (20%) of the RSUs subject to the award will vest on May 20, 2022; thirty percent (30%) of the RSUs subject to the award will vest on May 20, 2023; and forty percent (40%) of the RSUs subject to the award will vest on May 20, 2024, such that all the RSUs subject to the award will then be fully vested. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on May 20, 2021. On May 31, 2021, 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 May 28, 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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