

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * <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) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">VP, Product Line Marketing</div>		
(Last) (First) (Middle) <b>C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2022</b>					
(Street) <b>CARLSBAD, CA 92008</b>			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		
(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	02/04/2022		A		3,696 <a href="#">(1)</a>	A	\$ 0	140,772	D	
Common Stock	02/07/2022		F		2,110 <a href="#">(2)</a>	D	\$ 60.38	138,662	D	
Common Stock	02/07/2022		A		6,077 <a href="#">(3)</a>	A	\$ 0	144,739	D	
Common Stock	02/07/2022		F		3,266	D	\$ 60.38	141,473	D	
Common Stock	02/07/2022		A		4,052 <a href="#">(3)</a>	A	\$ 0	145,525	D	
Common Stock	02/07/2022		F		2,177	D	\$ 60.38	143,348	D	
Common Stock	02/07/2022		A		10,797 <a href="#">(4)</a>	A	\$ 0	154,145	D	
Common Stock	02/07/2022		F		5,814	D	\$ 60.38	148,331	D	
Common Stock	02/07/2022		A		7,197 <a href="#">(4)</a>	A	\$ 0	155,528	D	
Common Stock	02/07/2022		F		3,878	D	\$ 60.38	151,650	D	
Common Stock	02/07/2022		A		1,634 <a href="#">(5)</a>	A	\$ 0	153,284	D	
Common Stock	02/07/2022		F		880	D	\$ 60.38	152,404	D	
Common Stock	02/07/2022		A		1,089 <a href="#">(5)</a>	A	\$ 0	153,493	D	
Common Stock	02/07/2022		F		586	D	\$ 60.38	152,907	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)				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					

## 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	02/08/2022
<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 for the 2021 performance period under the Company's Executive Incentive Bonus Plan (the "Bonus Plan"). All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the award amount earned under the Bonus Plan and the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 4, 2022.

(2) On February 7, 2022, 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) are based on the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 7, 2022.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2021 fiscal year that were approved as 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. On February 7, 2022, 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) are based on the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 7, 2022.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2021 fiscal year that were approved as part of the 2020 performance-based restricted stock award granted on March 31, 2020. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. On February 7, 2022, 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) are based on the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 7, 2022.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2021 fiscal year that were approved as part of the 2021 performance-based restricted stock award granted on May 20, 2021. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. On February 7, 2022, 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) are based on the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 7, 2022.

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.