

OMB APPROVAL	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Jones William Kelly</u>  (Last) (First) (Middle) <u>C/O MAXLINEAR, INC.</u> <u>5966 LA PLACE COURT, SUITE 100</u>  (Street) <u>CARLSBAD CA 92008</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MAXLINEAR, INC [ MXL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>VP of Worldwide Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>	02/20/2023		M		954	A	\$0	27,895	D	
Common Stock	02/20/2023		F		954	D	\$36.74 <sup>(2)</sup>	26,941	D	

**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 Securities Underlying Derivative Security (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: 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	(1)	02/20/2023		M			505	(3)	(3)	Common Stock	505	\$0	4,383	D	
Restricted Stock Units	(1)	02/20/2023		M			449	(4)	(4)	Common Stock	449	\$0	11,691	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
- On February 20, 2023, the Reporting Person's RSUs vested. The RSUs were settled on February 21, 2023, the first business day following the vesting date. The closing price of the Issuer's Common Stock on February 17, 2023 was the settlement price used to calculate the shares withheld.
- Subject to the Reporting Person continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 5,845 RSUs subject to the award will vest on February 20, 2023, and twenty five percent (25%) of the RSUs subject to the award will vest annually on each February 20 thereafter, such that the award will be fully vested on February 20, 2026.
- 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 12,990 RSUs subject to the award will vest on February 20, 2023, twenty percent (20%) of the RSUs subject to the award will vest on February 20, 2024, thirty percent (30%) of the RSUs subject to the award will vest on February 20, 2025, and forty percent (40%) of the RSUs subject to the award will vest on February 20, 2026, such that the award will be fully vested on February 20, 2026.

**Remarks:**

/s/ Connie Kwong, as Attorney-in-Fact 02/21/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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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