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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

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

1. Name and Address of Reporting Person * <u>SEENDRIPU KISHORE</u> (Last) (First) (Middle) C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 (Street) CARLSBAD CA 92008 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2023	
	4. If Amendment, Date of 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
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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⁾	05/29/2023		M		15,590	A	\$0	533,483	D	
Common Stock	05/29/2023		F		15,590	D	\$29.72	517,893	D	
Common Stock								909,242	I	See footnote ⁽²⁾
Common Stock								104,049	I	See footnote ⁽³⁾
Common Stock								104,049	I	See footnote ⁽⁴⁾
Common Stock								285,552	I	See footnote ⁽⁵⁾
Common Stock								285,552	I	See footnote ⁽⁶⁾
Common Stock								182,893	I	See footnote ⁽⁷⁾
Common Stock								565,161	I	See footnote ⁽⁸⁾
Common Stock								565,161	I	See footnote ⁽⁹⁾
Common Stock								396,526	I	See footnote ⁽¹⁰⁾
Common Stock								396,526	I	See footnote ⁽¹¹⁾
Common Stock								18,920	I	See footnote ⁽¹²⁾

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)	05/29/2023		M			11,407	(13)	(13)	Common Stock	11,407	\$0	21,422	D	
Restricted Stock Units	(1)	05/29/2023		M			4,183	(14)	(14)	Common Stock	4,183	\$0	15,712	D	

Explanation of Responses:

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

2. Shares held by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.
3. Shares held by the Kishore V. Seendripu 2022 Annuity Trust A, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
4. Shares held by the Rekha S. Seendripu 2022 Annuity Trust A, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
5. Shares held by the Kishore V. Seendripu 2022 Annuity Trust B, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
6. Shares held by the Rekha S. Seendripu 2022 Annuity Trust B, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
7. Shares held by The Seendripu Family Fund, a donor advised fund, for which the Reporting Person and the Reporting Person's spouse serve as advisors.
8. Shares held by the Samira Seendripu Trust dtd 10/5/09, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
9. Shares held by the Ishan Krishna Seendripu Trust dtd 10/5/09, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
10. Shares held by the SS Heritage Trust dated July 13, 2020, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
11. Shares held by the IKS Heritage Trust dated July 13, 2020, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
12. Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.
13. 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 85,689 RSUs subject to the award will vest on May 20, 2021, and one fourth (1/4th) of the RSUs subject to the award will vest on each May 20, thereafter, such that the award will be fully vested on May 20, 2024. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on May 20, 2023. On May 29, 2023, 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 NASDAQ on May 26, 2023.
14. 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 31,424 RSUs will vest on May 20, 2022, and one-fourth (1/4th) of the RSUs subject to the award will vest on each May 20 thereafter, such that the award will be fully vested on May 20, 2025. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on May 20, 2023. On May 29, 2023, 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 NASDAQ on May 26, 2023.

Remarks:

/s/ Steven G. Litchfield, as
Attorney-in-Fact

05/31/2023

** 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.

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 Number.