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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>LITCHFIELD STEVEN G</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) Director 10% Owner Officer (give title below) Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2024	
	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	01/02/2024		A		6,931 ⁽¹⁾	A	\$0	372,839 ⁽²⁾	D	
Common Stock ⁽³⁾	01/02/2024		M		9,002	A	\$0	399,853	D	
Common Stock	01/02/2024		F		11,312	D	\$22.99	388,541	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	Amount or Number of Shares				
Restricted Stock Units	(3)	01/02/2024		M			9,002	(4)	(4)	Common Stock	9,002	\$0	0	D	

Explanation of Responses:

- Represents shares of Common Stock issued to the Reporting Person in connection with an annual bonus award. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the bonus award amount approved and the closing price of the Company's Common Stock in trading on the New York Stock Exchange on March 31, 2020. Reporting Person deferred delivery of shares of Common Stock issuable upon the annual bonus award on March 31, 2020. On January 2, 2024, 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 January 2, 2024.
- Includes 915 shares of Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 16, 2023.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
- 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, one-fourth (1/4th) of the RSUs subject to the award shall vest on May 20, 2020, and one-fourth (1/4th) of the RSUs subject to the award shall vest on each May 20 thereafter, such that the award shall 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, 2020 and each May 20 thereafter. On January 2, 2024, 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 January 2, 2024.

Remarks:

Chief Financial Officer and Chief Corporate Strategy Officer

/s/ Connie Kwong, as Attorney-in-Fact 01/04/2024

** 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.