

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

**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>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) Other (specify below) Chairman, President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2024	
	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

**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	01/08/2024		A		16,641 <sup>(1)</sup>	A	\$0	620,859	D	
Common Stock <sup>(2)</sup>	01/08/2024		M		47,338	A	\$0	710,908	D	
Common Stock	01/08/2024		F		56,097	D	\$22.44	654,811	D	
Common Stock								909,242	I	See footnote <sup>(3)</sup>
Common Stock								104,049	I	See footnote <sup>(4)</sup>
Common Stock								104,049	I	See footnote <sup>(5)</sup>
Common Stock								285,552	I	See footnote <sup>(6)</sup>
Common Stock								285,552	I	See footnote <sup>(7)</sup>
Common Stock								182,893	I	See footnote <sup>(8)</sup>
Common Stock								18,920	I	See footnote <sup>(9)</sup>
Common Stock								448,413 <sup>(10)</sup>	I	See footnote <sup>(11)</sup>
Common Stock								448,413 <sup>(10)</sup>	I	See footnote <sup>(12)</sup>
Common Stock								295,727	I	See footnote <sup>(13)</sup>
Common Stock								295,727	I	See footnote <sup>(14)</sup>
Common Stock								100,799	I	See footnote <sup>(15)</sup>
Common Stock								100,799	I	See footnote <sup>(16)</sup>
Common Stock								295,727	I	See footnote <sup>(17)</sup>
Common Stock								295,727	I	See footnote <sup>(18)</sup>

**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	(2)	01/08/2024		M			47,338	(19)	(19)	Common Stock	47,338	\$0	0	D	

**Explanation of Responses:**

1. Represents shares of the Company's 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 8, 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 8, 2024.
2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Company's Common Stock.
3. 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 serves as co-trustee.
4. Shares held by the Kishore V. Seendripu 2022 Annuity Trust A, a grantor retained annuity trust for the benefit of the Reporting Person, for which the Reporting Person serves as trustee.
5. Shares held by the Rekha S. Seendripu 2022 Annuity Trust A, a grantor retained annuity trust for the benefit of the Reporting Person, for which the Reporting Person serves as trustee.
6. Shares held by the Kishore V. Seendripu 2022 Annuity Trust B, a grantor retained annuity trust for the benefit of the Reporting Person, for which the Reporting Person serves as trustee.
7. Shares held by the Rekha S. Seendripu 2022 Annuity Trust B, a grantor retained annuity trust for the benefit of the Reporting Person, for which the Reporting Person serves as trustee.
8. Shares held by The Seendripu Family Fund, a donor advised fund, for which the Reporting Person serves as an advisor.
9. 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.
10. The previous amounts reported on the Reporting Person's Form 4 filed on November 24, 2023 inadvertently did not include 178,979 shares of the Company's Common Stock held by each of the Samira Seendripu Trust dtd 10/5/2009 and the Ishan Krishna Seendripu Trust dtd 10/5/09.
11. Shares held by the Samira Seendripu Trust dtd 10/5/2009, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person's sibling serves as trustee. The Reporting Person disclaims Section 16 beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for Section 16 or any other purpose.
12. 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's sibling serves as trustee. The Reporting Person disclaims Section 16 beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for Section 16 or any other purpose.
13. Shares held by the Ishan Krishna Seendripu Trust #2 dtd 07/14/2023, a trust for the benefit of the Reporting Person's child, and of which the trustee is an independent entity. The Reporting Person disclaims Section 16 beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for Section 16 or any other purpose.
14. Shares held by the Samira Seendripu Trust #2 dtd 07/14/2023, a trust for the benefit of the Reporting Person's child, and of which the trustee is an independent entity. The Reporting Person disclaims Section 16 beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for Section 16 or any other purpose.
15. 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.
16. 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.
17. Shares held by the SS Heritage Trust #2 dtd 07/14/2023, a trust for the benefit of the Reporting Person's child, and of which the trustee is an independent entity. The Reporting Person disclaims Section 16 beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for Section 16 or any other purpose.
18. Shares held by the IKS Heritage Trust #2 dtd 07/14/2023, a trust for the benefit of the Reporting Person's child, and of which the trustee is an independent entity. The Reporting Person disclaims Section 16 beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for Section 16 or any other purpose.
19. 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 8, 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 8, 2024.

**Remarks:**

/s/ Connie Kwong, as Attorney-in-Fact 01/10/2024

\*\* 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.

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