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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) 02/20/2024	
	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	02/20/2024		A		4,785 ⁽¹⁾	A	\$0	393,326	D	
Common Stock	02/20/2024		A		1,018 ⁽²⁾	A	\$0	394,344	D	
Common Stock	02/20/2024		A		1,560 ⁽³⁾	A	\$0	395,904	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	(4)	02/22/2024		A		195,822		(5)	(5)	Common Stock	195,822	\$0	195,822	D	
Stock Option (right to buy)	\$18.76	02/22/2024		A		293,733		(6)	02/22/2034	Common Stock	293,733	\$0	293,733	D	

Explanation of Responses:

- Represents shares of Common Stock issued to the Reporting Person for the 2023 performance period under the Company's Executive Incentive Bonus Plan (the "Bonus Plan"). All shares were issued pursuant to the Company's Amended and Restated 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 20, 2024. The Reporting Person has deferred settlement of the shares pursuant to a Restricted Stock Unit Election Form entered into by the Reporting Person on December 31, 2022 until the earliest of (i) the date of termination of the executive officer's service to the Company; or (ii) a qualifying change in control.
- Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2023 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 Amended and Restated 2010 Equity Incentive Plan. The Reporting Person has deferred settlement of the shares pursuant to a Restricted Stock Unit Election Form entered into by the Reporting Person on December 31, 2022 until the earliest of (i) the date of termination of the executive officer's service to the Company; or (ii) a qualifying change in control.
- Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2023 fiscal year that were approved as part of the 2022 performance-based restricted stock award granted on January 3, 2022. All shares were issued pursuant to the Company's Amended and Restated 2010 Equity Incentive Plan. The Reporting Person has deferred settlement of the shares pursuant to a Restricted Stock Unit Election Form entered into by the Reporting Person on December 31, 2022 until the earliest of (i) the date of termination of the executive officer's service to the Company; or (ii) a qualifying change in control.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
- Subject to the Reporting Person continuing to be a Service Provider (as defined in the Company's Amended and Restated 2010 Equity Incentive Plan) through each applicable vesting date, one-third (1/3rd) of the RSUs subject to the award will vest on February 20, 2025, and one-third (1/3rd) 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, 2027.
- Subject to the Reporting Person's continuous status as a Service Provider (as defined in the Company's Amended and Restated 2010 Equity Incentive Plan) on each applicable vesting date, ten percent (10%) of the shares subject to the option will vest on February 20, 2025; twenty percent (20%) of the shares subject to the option will vest on February 20, 2026; thirty percent (30%) of the shares subject to the option will vest on February 20, 2027; and forty percent (40%) of the shares subject to the option will vest on February 20, 2028, such that all the shares subject to the option will then be fully vested.

Remarks:

Chief Financial Officer and Chief Corporate Strategy Officer

/s/ Connie Kwong, as Attorney-in-Fact 02/22/2024

** 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.