

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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) <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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2024</u>	
	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 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		12,222 ⁽¹⁾	A	\$0	667,033	D	
Common Stock	02/20/2024		A		3,393 ⁽²⁾	A	\$0	670,426	D	
Common Stock	02/20/2024		A		4,681 ⁽³⁾	A	\$0	675,107	D	
Common Stock								909,242	I	See footnote ⁽⁴⁾
Common Stock								104,049	I	See footnote ⁽⁵⁾
Common Stock								104,049	I	See footnote ⁽⁶⁾
Common Stock								285,552	I	See footnote ⁽⁷⁾
Common Stock								285,552	I	See footnote ⁽⁸⁾
Common Stock								182,893	I	See footnote ⁽⁹⁾
Common Stock								18,920	I	See footnote ⁽¹⁰⁾
Common Stock								448,413	I	See footnote ⁽¹¹⁾
Common Stock								448,413	I	See footnote ⁽¹²⁾
Common Stock								295,727	I	See footnote ⁽¹³⁾
Common Stock								295,727	I	See footnote ⁽¹⁴⁾
Common Stock								100,799	I	See footnote ⁽¹⁵⁾
Common Stock								100,799	I	See footnote ⁽¹⁶⁾
Common Stock								295,727	I	See footnote ⁽¹⁷⁾
Common Stock								295,727	I	See footnote ⁽¹⁸⁾

**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	(19)	02/22/2024		A		417,754		(20)	(20)	Common Stock	417,754	\$0	417,754	D	
Stock Option (right to buy)	\$20.636	02/22/2024		A		986,944		(21)	02/22/2034	Common Stock	986,944	\$0	986,944	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.
- 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.
- 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.
- 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.
- 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.
- 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.
- Shares held by The Seendripu Family Fund, a donor advised fund, for which the Reporting Person serves as an advisor.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 serve as co-trustee.
- 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.
- 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.
- 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:

/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.