

SPIEGEL LEO
Form 4
March 29, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mission Ventures Management III LLC

(Last) (First) (Middle)

11455 EL CAMINO REAL, SUITE 450,

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAXLINEAR INC [MXL]

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)	
Common Stock (\$0.0001 par value) (1) (2)	03/29/2010		C	V	1,885,570 A (1) (2)	1,885,570	I	See footnote (3)
Common Stock (\$0.0001 par value) (1) (2)	03/29/2010		C		82,665 A (1) (2)	82,665	I	See footnote (4)
Common Stock	03/29/2010		C		1,251,911 A (1) (2)	1,251,911	I	See footnote

(\$0.0001 par value) <u>(1)</u> <u>(2)</u>								<u>(3)</u>
Common Stock (\$0.0001 par value) <u>(1)</u> <u>(2)</u>	03/29/2010	C	54,885	A	<u>(1)</u> <u>(2)</u>	54,885	I	See footnote <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock <u>(5)</u>	\$ 0 <u>(5)</u>	03/29/2010		C	1,885,570	<u>(5)</u> <u>(5)</u>	Common Stock <u>(1)</u> <u>(2)</u> 1,885,
Series A Convertible Preferred Stock <u>(5)</u>	\$ 0 <u>(5)</u>	03/29/2010		C	82,665	<u>(5)</u> <u>(5)</u>	Common Stock <u>(1)</u> <u>(2)</u> 82,6
Series B Convertible Preferred Stock <u>(6)</u>	\$ 0 <u>(6)</u>	03/29/2010		C	1,251,911	<u>(6)</u> <u>(6)</u>	Common Stock <u>(1)</u> <u>(2)</u> 1,251,
Series B Convertible Preferred Stock <u>(6)</u>	\$ 0 <u>(6)</u>	03/29/2010		C	54,885	<u>(6)</u> <u>(6)</u>	Common Stock <u>(1)</u> <u>(2)</u> 54,8

Reporting Owners

Reporting Owner Name / Address

Relationships

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	Director	10% Owner	Officer	Other
Mission Ventures Management III LLC 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
Mission Ventures III LP 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
Mission Ventures Affiliates III LP 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
Alexander Edward E C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130	X	X		
RYAN DAVID J C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130			X	
KIBBLE ROBERT F C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130			X	
SPIEGEL LEO C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130			X	

Signatures

/s/ Caroline Barberio, by power of attorney

03/29/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Each share of Common Stock shall be automatically converted into one share of Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.

- (2) Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common Stock upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

- (3) Shares held directly by Mission Ventures III, L.P. ("Mission Ventures"). Mission Ventures Management III, L.L.C. ("MVM III"), is the sole general partner of Mission Ventures and has voting and investment control over the shares held by Mission Ventures. MVM III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. MVM III has a pecuniary interest in 1% of the total number of shares held by Mission Ventures in the Issuer. Edward E. Alexander, David Ryan, Robert Kibble and Leo Spiegel, the managing members of MVM III, may be deemed to possess voting and investment control over the shares held by Mission Ventures and may be deemed to have indirect beneficial ownership of the shares held by Mission Ventures. Such persons disclaim beneficial ownership of shares held by Mission Ventures except to the extent of any pecuniary interest therein.

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Shares held directly by Mission Ventures Affiliates III, L.P. ("Mission Affiliates"). Mission Ventures Management III, L.L.C. ("MVM III"), is the sole general partner of Mission Affiliates and has voting and investment control over the shares held by Mission Ventures.

- MVM III disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. MVM III has a pecuniary interest in 1% of the total number of shares held by Mission Ventures in the Issuer. Edward E. Alexander, David Ryan, Robert Kibble and Leo Spiegel, the managing members of MVM III, may be deemed to possess voting and investment control over the shares held by Mission Affiliates and may be deemed to have indirect beneficial ownership of the shares held by Mission Affiliates. Such persons disclaim beneficial ownership of shares held by Mission Affiliates except to the extent of any pecuniary interest therein.
- (4) Pursuant to the consent of the holders, each share of Series A Preferred Stock shall be converted into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering and has no expiration date.
 - (5) Pursuant to the consent of the holders, each share of Series B Preferred Stock shall be converted into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering and has no expiration date.

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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