

Dai, Weili
Form 4
October 04, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Sutardja, Sehat

2. Issuer Name and Ticker or Trading Symbol
MARVELL TECHNOLOGY GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4495 SOUTH PECOS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2017

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

(Street)
LAS VEGAS, NV 89121

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|----------------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Shares | 10/02/2017 | | S | 1,422,500 | D | \$ 18.5226 (1) | 16,278,334 (2) | I | By Sutardja Family LLC (3) |
| Common Shares | 10/03/2017 | | S | 420,000 | D | \$ 18.5017 (4) | 15,858,334 (2) | I | By Sutardja Family LLC (3) |
| Common Shares | | | | | | | 40,045,553 (2) | I | By SSWD LLC (5) |

Common Shares 3,468,895 (2) D

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutardja, Sehat 4495 SOUTH PECOS ROAD LAS VEGAS, NV 89121 | | X | | |
| Dai, Weili 4495 SOUTH PECOS ROAD LAS VEGAS, NV 89121 | | X | | |

Signatures

/s/ Sehat Sutardja 10/03/2017
 **Signature of Reporting Person Date

/s/ Weili Dai 10/03/2017
 **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).

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.35 to \$18.71, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvel"), any security holder of

(1) Marvell, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.

(2) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Dr. Sutardja and Ms. Dai are husband and wife.

(3) Ms. Dai and Dr. Sutardja are the managing members of the Sutardja Family LLC, a Delaware limited liability company.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.41 to \$18.59, inclusive. The reporting person undertakes to provide Marvell Marvel, any security holder of Marvell, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4 to this Form 4.

(4)

(5) Ms. Dai and Dr. Sutardja are the managing members of SSWD LLC, a Delaware limited liability company.

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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