

FRISBIE RICHARD D
Form 4
February 10, 2011

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 *
Battery Ventures VII, L.P.

(Last) (First) (Middle)

C/O BATTERY VENTURES, 930
WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2011

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock (\$0.0001 par value)	02/08/2011		C ⁽⁴⁾		764,370 A \$ 0 ⁽⁴⁾	I	See Footnote (5) (6)
Class A Common Stock (\$0.0001 par value)	02/08/2011		J ⁽⁷⁾		764,370 ⁽⁸⁾ D \$ 0 ⁽⁷⁾ 0	I	See Footnote (5) (6)

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 of Number of Shares
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾	\$ 0 ⁽¹⁾	02/08/2011		C ⁽¹⁾	764,370	⁽¹⁾	⁽¹⁾	Class A Common Stock (\$0.0001 par value)	764,370

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VII, L.P. C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Investment Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
LAWLER KENNETH P C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451	X	X		
CROTTY THOMAS J C/O BATTERY VENTURES		X		

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__Signature of Reporting Person

Date

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin)

02/09/2011

__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 Class B Common Stock is convertible into one share of Class A Common Stock, which is the Issuer's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended, upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Issuer'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.

(2) Of the reported securities 1,505,106 are owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) Of the reported securities 28,837 are owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(4) Each share of Class A Common Stock, which is the publicly traded stock, was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Persons.

(5) Of the reported securities 750,000 were owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(6) Of the reported securities 14,370 were owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(7) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Ventures VII, L.P. ("BV VII") and Battery Investment Partners VII, LLC ("BIP VII") to the limited partners of BV VII, to the members of BIP VII and to Battery Partners VII, LLC ("BP VII"), which is the general partner of BV VII.

(8) Of the reported securities, 742,500 shares were distributed to the limited partners of BV VII, 7,500 shares were distributed to BP VII, and 14,370 shares were distributed to the members of BIP VII. Such shares distributed to BP VII were further distributed to the members of BP VII and shall not be deemed to be held by the reporting persons for the purpose of this filing.

Remarks:

Prior to these transactions, the reporting persons were part of a 13(d) group owning more than 10% of the Issuer's outstanding

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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