

MAXLINEAR INC  
Form SC 13G  
February 14, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_\_\_\_)\*

MaxLinear, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

57776J100

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 19

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

U.S. Venture Partners VIII, L.P. ( USVP VIII )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

o

(b)

x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

6

SOLE VOTING POWER

4,279,845 shares<sup>1</sup>; except that Presidio Management Group VIII, L.L.C. ( PMG VIII ), the general partner of USVP VIII, may be deemed to have sole power to vote such shares, and Irwin Federman ( Federman ), Winston Fu ( Fu ), Steven M. Krausz ( Krausz ), David Liddle ( Liddle ), Jonathan D. Root ( Root ), Christopher Rust ( Rust ), Casey M. Tansey ( Tansey ) and Philip M. Young ( Young ), the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

4,279,845 shares<sup>1</sup>; except that PMG VIII, the general partner of USVP VIII, may be deemed to have the sole power to dispose of such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 4,279,845

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 0  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 28.4%  
TYPE OF REPORTING PERSON\*

PN

Represents 4,279,845 shares of Class B Common Stock held directly by USVP VIII. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 USVP VIII Affiliates Fund, L.P. ( USVP VIII AF )  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

o

(b)

x

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
NUMBER OF

5

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

6

7

8

SOLE VOTING POWER

41,310 shares<sup>2</sup>; except that PMG VIII, the general partner of USVP VIII AF, may be deemed to have sole power to vote such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

41,310 shares<sup>2</sup>; except that PMG VIII, the general partner of USVP VIII AF, may be deemed to have sole power to dispose of such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

SHARED DISPOSITIVE POWER

See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 41,310

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 0  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%  
TYPE OF REPORTING PERSON\*

PN

<sup>2</sup> Represents 41,310 shares of Class B Common Stock held directly by USVP VIII AF. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 USVP Entrepreneur Partners VIII-A, L.P. ( USVP EP VIII-A )  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

o

(b)

x

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
NUMBER OF

5

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

6

7

8

SOLE VOTING POWER

39,556 shares<sup>3</sup>; except that PMG VIII, the general partner of USVP EP VIII-A, may be deemed to have sole power to vote such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

39,556 shares<sup>3</sup>; except that PMG VIII, the general partner of USVP EP VIII-A, may be deemed to have sole power to dispose of such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

SHARED DISPOSITIVE POWER

See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 39,556

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 0  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%  
TYPE OF REPORTING PERSON\*

PN

<sup>3</sup> Represents 39,556 shares of Class B Common Stock held directly by USVP EP VIII-A. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.



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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 USVP Entrepreneur Partners VIII-B, L.P. ( USVP EP VIII-B )  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

o

(b)

x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

20,052 shares<sup>4</sup>; except that PMG VIII, the general partner of USVP EP VIII-B, may be deemed to have sole power to dispose of such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to dispose of such shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 20,052

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 0  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%  
TYPE OF REPORTING PERSON\*

PN

<sup>4</sup> Represents 20,052 shares of Class B Common Stock held directly by USVP EP VIII-B. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Presidio Management Group VIII, L.L.C. ( PMG VIII )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

6

SOLE VOTING POWER

4,380,763 shares<sup>5</sup>, of which 4,279,845 are directly owned by USVP VIII, 41,310 are directly owned by USVP VIII AF, 39,556 are directly owned by USVP EP VIII-A and 20,052 are directly owned by USVP EP VIII-B. PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to vote such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members of PMG VIII, may be deemed to have shared power to vote such shares.

7

SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

4,380,763 shares<sup>5</sup>, of which 4,279,845 are directly owned by USVP VIII, 41,310 are directly owned by USVP VIII AF, 39,556 are directly owned by USVP EP VIII-A and 20,052 are directly owned by USVP EP VIII-B. PMG VIII, the general partner of USVP VIII, USVP VIII AF, USVP EP VIII-A and USVP EP VIII-B, may be deemed to have sole power to dispose of such shares, and Federman, Fu, Krausz, Liddle, Root, Rust, Tansey and Young, the managing members

of PMG VIII, may be deemed to have shared power to dispose of such shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,380,763

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

0

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

28.9%

12

TYPE OF REPORTING PERSON\*

OO

<sup>5</sup> Represents 4,380,763 shares of Class B Common Stock held indirectly by PMG VIII. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock.

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1 NAME OF REPORTING PERSON

Irwin Federman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

5

SOLE VOTING POWER

0 shares

SHARES

6

SHARED VOTING POWER

4,380,763 shares<sup>6</sup>, of which 4,279,845 are directly owned by USVP VIII, 41,310 are directly owned by USVP VIII AF, 39,556 are directly owned by USVP EP VIII-A and 20,052 are directly owned by USVP EP VIII-B. PMG VIII is the general partner of USVP VIII, USVP VI

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH