

MARVELL TECHNOLOGY GROUP LTD
Form SC 13D
December 30, 2013

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Marvell Technology Group Ltd.

(Name of Issuer)

Common Shares, par value \$0.002 per share

(Title of Class of Securities)

G5876H105

(CUSIP Number)

David J. Sorkin, Esq.

Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street, Suite 4200

New York, New York 10019

Telephone: (212) 750-8300

with a copy to:

Gary Horowitz, Esq.

Simpson Thacher & Bartlett LLP

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425 Lexington Avenue

New York, New York 10017

Telephone: (212) 455-7113

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 19, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* 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).

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
Compass Holdings L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 22,000,000 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 22,000,000 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
22,000,000
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
4.5%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

| | | |
|---|---|--------------------------------------|
| 1 | Name of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) Compass Holdings GP Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| 6 | Citizenship or Place of Organization Cayman Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 22,000,000 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 22,000,000 |
| | 10 | Shared Dispositive Power 0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 22,000,000 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 4.5% | |
| 14 | Type of Reporting Person (See Instructions) CO | |

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
Compass Holdings II L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 11,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 11,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
11,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
2.4%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
Compass Holdings GP II Limited
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 11,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 11,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
11,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
2.4%
- 14 Type of Reporting Person (See Instructions)
CO

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR North America Fund XI (AIV 1) L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR Associates North America XI L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR North America XI Limited
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
CO

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR Fund Holdings L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

- | | | |
|---|---|--------------------------------------|
| 1 | Name of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) KKR Fund Holdings GP Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| 6 | Citizenship or Place of Organization Cayman Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 33,641,300 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person (See Instructions) CO | |

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR Group Holdings L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

| | |
|----|---|
| 1 | Name of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) KKR Group Limited |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Cayman Islands |
| 7 | Sole Voting Power 33,641,300 |
| 8 | Shared Voting Power 0 |
| 9 | Sole Dispositive Power 33,641,300 |
| 10 | Shared Dispositive Power 0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 33,641,300 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% |
| 14 | Type of Reporting Person (See Instructions) CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR & Co. L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. G5876H105

- 1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
KKR Management LLC
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 33,641,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 33,641,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,641,300
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
6.8%
- 14 Type of Reporting Person (See Instructions)
OO

SCHEDULE 13D

CUSIP No. G5876H105

| | |
|----|---|
| 1 | Name of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) Henry R. Kravis |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States |
| 7 | Sole Voting Power 0 |
| 8 | Shared Voting Power 33,641,300 |
| 9 | Sole Dispositive Power 0 |
| 10 | Shared Dispositive Power 33,641,300 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 33,641,300 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% |
| 14 | Type of Reporting Person (See Instructions) IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. G5876H105

| | |
|----|---|
| 1 | Name of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only) George R. Roberts |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States |
| 7 | Sole Voting Power 0 |
| 8 | Shared Voting Power 33,641,300 |
| 9 | Sole Dispositive Power 0 |
| 10 | Shared Dispositive Power 33,641,300 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 33,641,300 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% |
| 14 | Type of Reporting Person (See Instructions) IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1. Security and Issuer.

This Statement on Schedule 13D (this Statement) relates to the Common Shares, par value \$0.002 per share (the Common Stock), of Marvell Technology Group Ltd., a Bermuda company (the Issuer). The Issuer's principal executive offices are located at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.

Item 2. Identity and Background.

(a), (f) This Statement is being filed pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934, as amended (the 1934 Act), by:

- (i) Compass Holdings L.P., a Cayman Islands limited partnership (Compass Holdings);
- (ii) Compass Holdings GP Limited, a Cayman Islands company (Compass Holdings GP);
- (iii) Compass Holdings II L.P., a Cayman Islands limited partnership (Compass Holdings II);
- (iv) Compass Holdings GP II Limited, a Cayman Islands company (Compass Holdings GP II);
- (v) KKR North America Fund XI (AIV 1) L.P., a Cayman Islands limited partnership (KKR North America Fund XI);
- (vi) KKR Associates North America XI L.P., a Cayman Islands limited partnership (KKR Associates North America XI);
- (vii) KKR North America XI Limited, a Cayman Islands company;
- (viii) KKR Fund Holdings LP, a Cayman Islands exempted limited partnership (KKR Fund Holdings);
- (ix) KKR Fund Holdings GP Limited, a Cayman Islands limited company (KKR Fund Holdings GP);
- (x) KKR Group Holdings L.P., a Cayman Islands exempted limited partnership (KKR Group Holdings);
- (xi) KKR Group Limited, a Cayman Islands limited company (KKR Group);
- (xii) KKR & Co. L.P., a Delaware limited partnership (KKR & Co.);
- (xiii) KKR Management LLC, a Delaware limited liability company (KKR Management);
- (xiv) Henry R. Kravis, a United States citizen; and
- (xv) George R. Roberts, a United States citizen (the persons and entities listed in items (i) through (xv) are collectively referred to herein as the Reporting Persons).

Compass Holdings GP is the general partner of Compass Holdings. Compass Holdings GP II is the general partner of Compass Holdings II. KKR North America Fund XI is the sole shareholder of each of Compass Holdings GP and Compass Holdings GP II. KKR Associates North America XI is the general partner of KKR North America Fund XI. KKR North America XI Limited is the general partner of KKR Associates North America XI. KKR Fund Holdings is the sole member of KKR North America XI Limited. KKR Fund Holdings GP is a general partner of KKR Fund Holdings. KKR Group Holdings is the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings. KKR Group is the general partner of KKR Group Holdings. KKR & Co. is the sole shareholder of KKR Group. KKR Management is the

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general partner of KKR & Co. Messrs. Kravis and Roberts are officers and the designated members of KKR Management.

The directors of each of Compass Holdings GP and Compass Holdings GP II are: William J. Janetschek and Justin Sabet-Peyman. The directors of KKR North America XI Limited are: Todd A. Fisher, Mr. Janetschek and David J. Sorkin. The officers of KKR North America XI Limited are: Messrs. Kravis, Roberts, Sorkin, Scott C. Nuttall, Alexander Navab, Jr., Michael W. Michelson and Suzanne O. Donohoe. Each of Messrs. Fisher, Janetschek and Sorkin is a director of KKR Fund Holdings GP and KKR Group and an officer of KKR Management.

Ms. Donohoe and each of Messrs. Fisher, Janetschek, Sorkin, Nuttall, Navab, Michelson and Sabet-Peyman is a United States citizen.

(b) The address of the principal business office of Compass Holdings, Compass Holdings GP, Compass Holdings II, Compass Holdings GP II, KKR North America Fund XI, KKR Associates North America XI, KKR North America XI Limited, KKR Fund Holdings, KKR Fund Holdings GP, KKR Group Holdings, KKR Group, KKR & Co., KKR Management, Ms. Donohoe and Messrs. Kravis, Fisher, Janetschek, Sorkin, Nuttall and Navab is:

c/o Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street, Suite 4200

New York, New York 10019

The address of the principal business office of Messrs. Roberts, Michelson and Sabet-Peyman is:

c/o Kohlberg Kravis Roberts & Co. L.P.

2800 Sand Hill Road, Suite 200

Menlo Park, CA 94025

(c) Each of Compass Holdings, Compass Holdings GP, Compass Holdings II and Compass Holdings GP II is formed solely for the purpose of investing in the Issuer.

KKR North America Fund XI is principally engaged as a holding company of Compass Holdings GP and Compass Holdings GP II. KKR Associates North America XI is principally engaged in the business of being the general partner of KKR North America Fund XI. KKR North America XI Limited is principally engaged in the business of being the general partner of KKR Associates North America XI.

Each of KKR Fund Holdings, KKR Fund Holdings GP, KKR Group Holdings, KKR Group, KKR & Co. and KKR Management is principally engaged as a holding company for the subsidiaries engaged in the investment management business.

The present principal occupation or employment of each of Ms. Donohoe and Messrs. Kravis, Roberts, Fisher, Janetschek, Sorkin, Nuttall, Navab, Michelson and Sabet-Peyman is as an executive of Kohlberg Kravis Roberts & Co. L.P. (KKR) and/or one or more of its affiliates.

(d) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Considerations.

A total of \$266,100,539 was paid by Compass Holdings to acquire the securities reported herein as directly held by it. The purchase of the securities was made with funds available to Compass Holdings and the affiliates thereof, including capital contributions from investors.

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A total of \$137,541,425 was paid by Compass Holdings II to acquire the securities reported herein as directly held by it (as described below). The purchase of the securities was made with funds available to Compass Holdings II and the applicable affiliates thereof, including capital contributions from investors.

Compass Holdings II entered into share forward transactions with an unaffiliated third-party financial institution on October 14, 2013 and October 24, 2013 with respect to an aggregate of 11,641,300 shares of Common Stock. Such share forward transactions were initially to be cash-settled only. However, pursuant to the terms of the share forward agreements, upon satisfaction of all waiting periods and filing requirements under the Hart-Scott Rodino Antitrust Improvements Act of 1976, which satisfaction occurred on December 19, 2013, such share forward transactions became subject to physical settlement by default, unless Compass Holdings II elected, in its own discretion, for such transactions to be cash-settled. Therefore, as of December 19, 2013, Compass Holdings II became the beneficial owner of the shares of Common Stock underlying such share forward transactions. On December 20, 2013, the share forward transactions were optionally terminated early by Compass Holdings II and physically settled pursuant to the terms of the share forward agreements.

Item 4. Purpose of Transaction.

The information set forth in Items 3 and 6 of this Schedule 13D is hereby incorporated by reference in this Item 4.

The Reporting Persons acquired beneficial ownership of the securities reported herein for investment purposes and intend to review their investments in the Issuer on a continuing basis. Depending on various factors, including but not limited to the Issuer's financial position and strategic direction, price levels of the Common Stock, conditions in the securities markets, and general economic and industry conditions, the Reporting Persons may in the future take actions with respect to their investment in the Issuer as they deem appropriate, including changing their current intentions, with respect to any or all matters required to be disclosed in this Schedule 13D. Without limiting the foregoing, the Reporting Persons may, from time to time, acquire or cause affiliates to acquire

additional shares of Common Stock or other securities of the Issuer, dispose, or cause affiliates to dispose, of some or all of the Common Stock or other securities of the Issuer or continue to hold, or cause affiliates to hold, Common Stock or other securities of the Issuer (or any combination or derivative thereof).

In addition, without limitation, the Reporting Persons may engage in discussions with management, the board of directors, stockholders of the Issuer and other relevant parties or take other actions concerning any extraordinary corporate transaction (including but not limited to a merger, reorganization or liquidation) or the business, operations, assets, strategy, future plans, prospects, corporate structure, board composition, management, capitalization, dividend policy, charter, bylaws, corporate documents, agreements, de-listing or de-registration of the Issuer.

Except as set forth above, or as would occur upon completion of any of the matters discussed herein, the Reporting Persons and, to the best knowledge of the Reporting Persons, each of the other individuals named in Item 2 above, have no present plans, proposals or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Although the foregoing reflects activities presently contemplated by the Reporting Persons and each other person named in Item 2 with respect to the Issuer, the foregoing is subject to change at any time.

Item 5. Interest in Securities of the Issuer.

(a) and (b). The Reporting Persons beneficially own an aggregate of 33,641,300 shares of Common Stock, which represent, in the aggregate, approximately, 6.8% of the outstanding shares of Common Stock. The percentage of beneficial ownership in this Schedule 13D is based on 491,900,000 shares of Common Stock outstanding as of November 27, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on December 6, 2013.

Compass Holdings directly holds 22,000,000 shares of Common Stock, which represents approximately 4.5% of the outstanding shares of Common Stock. Compass Holdings GP (as the general partner of Compass Holdings), KKR North America Fund XI (as the sole shareholder of Compass Holdings GP), KKR Associates North America XI (as the general partner of KKR North America Fund XI), KKR North America XI Limited (as the general partner of KKR Associates North America XI), KKR Fund Holdings (as the sole shareholder of KKR North America XI Limited), KKR Fund Holdings GP (as a general partner of KKR Fund Holdings), KKR Group Holdings (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings), KKR Group (as the general partner of KKR Group Holdings), KKR & Co. (as the sole shareholder of KKR Group), KKR Management (as the general partner of KKR & Co.), and Messrs. Henry R. Kravis and George R. Roberts (as the designated members of KKR Management), may be deemed to be the beneficial owner of the securities beneficially owned directly by Compass Holdings, and each disclaims beneficial ownership of the securities.

Compass Holdings II directly holds 11,641,300 shares of Common Stock, which represents approximately 2.4% of the outstanding shares of Common Stock. Compass Holdings GP II (as the general partner of Compass Holdings II), KKR North America Fund XI (as the sole shareholder of Compass Holdings GP II), KKR Associates North America XI (as the general partner of KKR North America Fund XI), KKR North America XI Limited (as the general partner of KKR Associates North America XI), KKR Fund Holdings (as the sole shareholder of KKR North America XI Limited), KKR Fund Holdings GP (as a general partner of KKR Fund Holdings), KKR Group Holdings (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings), KKR Group (as the general partner of KKR Group Holdings), KKR & Co. (as the sole shareholder of KKR Group), KKR Management (as the general partner of KKR & Co.), and Messrs. Henry R. Kravis and George R. Roberts (as the designated members of KKR Management), may be deemed to be the beneficial owner of the securities beneficially owned directly by Compass Holdings II, and each disclaims beneficial ownership of the securities.

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None of Ms. Donohoe or Messrs. Fisher, Janetschek, Sorkin, Nuttall, Navab, Michelson or Sabet-Peyman beneficially owns any shares of Common Stock.

(c) Except as set forth in this Statement, none of the Reporting Persons, or, to the best knowledge of the Reporting Persons, any other person named in Item 2 has engaged in any transaction during the past 60 days in any shares of Common Stock.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, or the partners, members, affiliates or shareholders of the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities reported herein.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Item 3 of this Schedule 13D is hereby incorporated by reference.

Following their respective acquisitions of securities described in Item 3, each of Compass Holdings and Compass Holdings II individually entered into credit facilities with banks, pursuant to which the shares of Common Stock reported herein as directly held by it were pledged, among other assets, as collateral to secure its payment and performance under its respective margin loan agreement, which have customary default and similar provisions.

The descriptions of the pledge arrangements entered into by Compass Holdings and Compass Holdings II are qualified in their entirety by reference to the full text of the pledge and security agreements, copies of which are attached hereto as Exhibit C and Exhibit D, respectively.

Item 7. Materials to be Filed as Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| Exhibit A | Joint Filing Agreement, dated as of December 30, 2013, by and among the Reporting Persons. |
| Exhibit B | Powers of Attorney |
| Exhibit C | Compass Holdings Pledge and Security Agreement |
| Exhibit D | Compass Holdings II Pledge and Security Agreement |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 30, 2013

COMPASS HOLDINGS L.P.

By: Compass Holdings GP Limited, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

COMPASS HOLDINGS GP LIMITED

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

COMPASS HOLDINGS II L.P.

By: Compass Holdings GP II Limited, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

COMPASS HOLDINGS GP II LIMITED

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR NORTH AMERICA FUND XI (AIV 1) L.P.

By: KKR Associates North America XI L.P., its general partner

By: KKR North America America XI Limited, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title:

Attorney-in-fact for William J. Janetschek,
Director

KKR ASSOCIATES NORTH AMERICA XI L.P.

By: KKR North America XI Limited, its general partner

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR NORTH AMERICA XI LIMITED

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR FUND HOLDINGS L.P.

By: KKR Fund Holdings GP Limited, a general partner

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR FUND HOLDINGS GP LIMITED

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR GROUP HOLDINGS L.P.

By: KKR Group Limited, its general partner

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR GROUP LIMITED

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR & CO. L.P.

By: KKR Management LLC, its general partner

By: /s/ Richard J. Kreider

Name:

Richard J. Kreider

Title:

Attorney-in-fact for William J. Janetschek, Chief
Financial Officer

KKR MANAGEMENT LLC

By: /s/ Richard J. Kreider

Name:

Richard J. Kreider

Title:

Attorney-in-fact for William J. Janetschek, Chief
Financial Officer

HENRY R. KRAVIS

By: /s/ Richard J. Kreider

Name:

Richard J. Kreider

Title:

Attorney-in-fact