

SPIEGEL LEO
Form 3
March 23, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement

(Month/Day/Year)
03/23/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|--------------|--------------|---------------------------------------|-----------|-------------------------------|----------------------------------|-------------------------|
| Series A Convertible Preferred Stock <u>(1)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock <u>(1)</u> <u>(2)</u> | 1,885,570 | \$ 0 <u>(1)</u> <u>(2)</u> | I | See footnote <u>(3)</u> |
| Series A Convertible Preferred Stock <u>(1)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock <u>(1)</u> <u>(2)</u> | 82,665 | \$ 0 <u>(1)</u> <u>(2)</u> | I | See footnote <u>(4)</u> |
| Series B Convertible Preferred Stock <u>(5)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock <u>(2)</u> <u>(5)</u> | 1,251,911 | \$ 0 <u>(5)</u> <u>(5)</u> | I | See footnote <u>(3)</u> |
| Series B Convertible Preferred Stock <u>(5)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock <u>(2)</u> <u>(5)</u> | 54,885 | \$ 0 <u>(5)</u> <u>(5)</u> | I | See footnote <u>(4)</u> |

Reporting Owners

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

Signatures

/s/ Caroline Barberio, by power of attorney

03/23/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Series A Preferred Stock is convertible at any time at the election of the Reporting Persons and will automatically convert into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010. There is no expiration date.

(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.

(4) 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.

(5) Each share of Series B Convertible Preferred Stock is convertible at any time at the election of the Reporting Persons and will automatically convert into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010. There is 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.