

THORNLEY ANTHONY S

Form 4

July 06, 2018

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 *
THORNLEY ANTHONY S

(Last) (First) (Middle)

**C/O CAVIUM, INC., 2315 N.
 FIRST STREET**

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
CAVIUM, INC. [CAVM]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/06/2018

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock	07/06/2018 ⁽¹⁾		U	(A) or (D) 9,011 (1) D	Price 135,222	D	

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

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SEC 1474
 (9-02)

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option Right to Buy	\$ 25.99	07/06/2018		D	14,000	<u>(2)</u>	06/08/2019	Common Stock		14,000
Stock Option Right to Buy	\$ 33.44	07/06/2018		D	7,000	<u>(2)</u>	05/30/2020	Common Stock		7,000
Stock Option Right to Buy	\$ 50.83	07/06/2018		D	3,000	<u>(2)</u>	06/19/2021	Common Stock		3,000
Stock Option Right to Buy	\$ 76.38	07/06/2018		D	3,000	<u>(2)</u>	06/18/2022	Common Stock		3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNLEY ANTHONY S C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131	X			

Signatures

/s/ Anthony S.
Thornley

07/06/2018

__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)

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Disposed of pursuant to the Agreement and Plan of Merger, dated as of November 19, 2017 (the "Merger Agreement" and, the transaction contemplated therein, the "Merger"), by and among Cavium, Inc. (the "Company"), Marvell Technology Group Ltd. ("Marvell"), and Kauai Acquisition Corp., an indirect wholly owned subsidiary of Parent ("Merger Sub"), whereby each share of Company common stock was canceled and automatically converted into \$40.00 in cash, without interest, and 2.1757 shares of Marvell common stock (together, the "Per Share Amount"), with the fractional shares being paid in cash as provided in the Merger Agreement. The market value of the Per Share Amount is \$86.43 per share, based on the trading price of Marvell common stock as of the end of trading on July 5, 2018.

- (2) Disposed of pursuant to the Merger Agreement, whereby at the effective time of the Merger (the "Effective Time") each outstanding and vested Company stock option held by non-employee directors (other than directors who will serve on Marvell's board of directors following the Merger) was converted into the right to receive an amount in cash equal to the positive difference, if any, between (x) (A) \$40.00 plus (B) the product of (i) 2.1757 multiplied by (ii) the volume weighted average trading price of Marvell common stock on Nasdaq for the five (5) consecutive trading days ending on the trading day immediately preceding the closing date of the Merger (the sum, the "Equity Award Cash Consideration," calculated to equal \$86.83) minus (y) the exercise price applicable to the Company stock option, multiplied by (z) the number of shares of Company common stock for which the Company stock option was exercisable, less any amount required to be withheld.

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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