

MARVELL TECHNOLOGY GROUP LTD
Form 8-K
May 18, 2016

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 17, 2016

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda

000-30877

77-0481679

(State or Other Jurisdiction of

(Commission File Number)

**(I.R.S. Employer
Identification No.)**

Incorporation)

Canon s Court

22 Victoria Street

Hamilton HM 12

Bermuda

(Address of principal executive offices)

(441) 296-6395

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Director

On May 17, 2016, the board of directors (the Board) of Marvell Technology Group Ltd. (the Company) elected Mr. Michael G. Strachan to serve as a member of the Company s Board, effective as of the same day. Mr. Strachan was appointed for a term that extends until the 2016 annual meeting of the shareholders. Mr. Strachan was also appointed to serve on the Audit Committee of the Board. Mr. Strachan is the Additional Independent Appointee as defined in the Agreement dated as of April 25, 2016 between the Company and Starboard Value LP and certain of its affiliates, which agreement was filed as Exhibit 10.1 to the Company s Current Report on Form 8-K dated as of April 25, 2016.

Mr. Strachan retired from Ernst & Young LLP in December 2008. From July 2007 until December 2008, he was a member of Ernst & Young s America s Executive Board, which oversaw the firm s strategic initiatives in North and South America. From July 2006 to December 2008, he was a member of Ernst & Young s U.S. Executive Board, which oversaw partnership matters in the U.S. for the firm. From July 2000 through December 2008, he was Vice Chairman and Area Managing Partner for Ernst & Young offices between San Jose, California and Seattle, Washington, and was responsible for oversight of the firm s operations in that area. He began his career at Ernst & Young in 1976. Mr. Strachan received a Bachelor of Science in Accounting from Northern Illinois University.

The election to the Board of Mr. Strachan was not pursuant to any arrangement or understanding between Mr. Strachan and any third party.

The Board has determined that Mr. Strachan will qualify as independent under the guidelines promulgated by the Nasdaq Stock Market, Inc. and the applicable Securities and Exchange Commission rules.

The election of Mr. Strachan was announced in the press release attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release, dated May 18, 2016.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 18, 2016

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ David Eichler

David Eichler
Interim Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|------------------------------------|
| 99.1 | Press Release, dated May 18, 2016. |