

MARVELL TECHNOLOGY GROUP LTD

Form S-8

August 28, 2003

Table of Contents

As filed with the Securities and Exchange Commission on August 28, 2003.

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-8

**REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

MARVELL TECHNOLOGY GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

77-0481679
(I.R.S. Employer
Identification No.)

**4th Floor
Windsor Place
22 Queen Street
P.O. Box HM 1179
Hamilton HM EX
Bermuda
(441) 296-6395**

(Address, including Zip Code, and Telephone Number, including
Area Code of Registrant's Principal Executive Offices)

**Marvell Technology Group Ltd.
Amended and Restated
1995 Stock Option Plan
(Full title of the plans)**

**Matthew Gloss
Vice President of Business Affairs and General Counsel
Marvell Semiconductor, Inc.
700 First Avenue
Sunnyvale, California 94089
(408) 222-2500**

(Name, Address, including Zip Code, and Telephone Number, including Area Code,
of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities To	Amount To Be	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Registration
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Be Registered	Registered(1)	per Share(2)	Offering Price(2)	Fee
Common Stock, par value \$.002 per share: to be issued under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan	10,000,000	\$ 38.205	\$ 382,050,000	\$ 30,908
Total Registration Fee	N/A	N/A	N/A	\$ 30,908

- (1) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) and 457(c) under the Securities Act of 1933 solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of Marvell Technology Group Ltd. common stock, as reported on the Nasdaq National Market on August 21, 2003.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

TABLE OF CONTENTS

GENERAL INSTRUCTION E INFORMATION

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Item 8. Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 5.1

EXHIBIT 23.1

Table of Contents

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

GENERAL INSTRUCTION E INFORMATION

This Registration Statement on Form S-8 is filed by Marvell Technology Group Ltd., a Bermuda corporation (the "Company"), to register an additional 10,000,000 shares of the Company's common stock, par value \$0.002 per share ("Common Stock"), issuable to holders of options issued under the Company's Amended and Restated 1995 Stock Option Plan and consists of only those items required by General Instruction E to Form S-8.

The contents of the Company's Registration Statement on Form S-8 (Registration No. 333-40152) previously filed with the Securities and Exchange Commission on June 26, 2000, the Company's Registration Statement on Form S-8 (Registration No. 333-55974) previously filed with the Securities and Exchange Commission on February 21, 2001, the Company's Registration Statement on Form S-8 (Registration No. 333-87322) previously filed with the Securities and Exchange Commission on May 1, 2002 and the Company's Registration Statement on Form S-8 (Registration No. 333-104925) previously filed with the Securities and Exchange Commission on May 2, 2003, each of which relates to the Company's Amended and Restated 1995 Stock Option Plan, are incorporated herein by reference and made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Registrant (File No. 0-30877) with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- (a) Registrant's Current Report on Form 8-K filed on August 28, 2003.
- (b) Registrant's Current Report on Form 8-K filed on June 27, 2003.
- (c) Registrant's Current Report on Form 8-K filed on February 6, 2003.
- (d) Registrant's Quarterly Report on Form 10-Q for the quarter ended May 3, 2003.
- (e) Registrant's Annual Report on Form 10-K for the fiscal year ended February 1, 2003.
- (f) The description of Registrant's Capital Stock contained in Registrant's Registration Statement on Form 8-A, filed June 22, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934 including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits.

Exhibit Number	Description
5.1	Opinion of Appleby Spurling & Kempe.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Appleby Spurling & Kempe (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature page hereto).

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on the 28th day of August, 2003.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Sehat Sutardja

Dr. Sehat Sutardja
President and Chief Executive Officer

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF MARVELL TECHNOLOGY GROUP LTD.

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Marvell Technology Group Ltd., has signed this Registration Statement in the City of Sunnyvale, State of California, on the 28th day of August, 2003.

By: /s/ Sehat Sutardja

Dr. Sehat Sutardja
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints DR. SEHAT SUTARDJA and GEORGE HERVEY, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Sehat Sutardja	Co-Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	August 28, 2003
Dr. Sehat Sutardja		
/s/ George Hervey	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	August 28, 2003
George Hervey		
/s/ Weili Dai	Executive Vice President, Secretary and Director	August 28, 2003
Weili Dai		

/s/ Pantas Sutardja

Vice President and Director

August 28, 2003

Dr. Pantas Sutardja

Table of Contents

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Diosdado P. Banatao ----- Diosdado P. Banatao	Co-Chairman of the Board	August 28, 2003
/s/ Herbert Chang ----- Herbert Chang	Director	August 28, 2003
/s/ John M. Cioffi ----- Dr. John M. Cioffi	Director	August 28, 2003
/s/ Paul R. Gray ----- Dr. Paul R. Gray	Director	August 28, 2003
/s/ Ron Verdoorn ----- Ron Verdoorn	Director	August 28, 2003
/s/ Manuel Alba ----- Manuel Alba	Director	August 28, 2003

Table of Contents

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