UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 30, 2021

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 0-30877

MARVELL™

Marvell Technology Group Ltd.

(Exact name of registrant as specified in its charter)

Bermuda	**77-0481679**
(State or other jurisdiction of incorporation or organization)	***(I.R.S. Employer Identification No.)***

Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda
(Address of principal executive offices)

(441) 294-8000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common shares, $0.002 par value per share	MRVL	**The Nasdaq Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting company ☐	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate by check mark whether the registrant has filed a report on and attestation of the effectiveness of its internal control over financial reporting under Section 404(b) of Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by registered public accounting firm that prepared or issued its audit report. ☒

The aggregate market value of the registrant's common shares held by non-affiliates of the registrant was $24,357,535,058 based upon the closing price of $36.47 per share on the Nasdaq Global Select Market on July 31, 2020 (the last business day of the registrant's most recently completed second quarter).

As of March 9, 2021, there were 675.7 million common shares of the registrant outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Part III of this Form 10-K are incorporated by reference from the registrant's definitive proxy statement for its 2021 annual general meeting of shareholders, which proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K. Except with respect to information specifically incorporated by reference in this Form 10-K, the proxy statement is not deemed to be filed as part of this Form 10-K.

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MARVELL TECHNOLOGY GROUP LTD.

Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections. These statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results to differ materially from those implied by the forward-looking statements. Words such as "anticipates," "expects," "intends," "plans," "projects," "believes," "seeks," "estimates," "forecasts," "targets," "may," "can," "will," "would" and similar expressions identify such forward-looking statements.

Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements. Factors that could cause actual results to differ materially from those predicted include, but are not limited to:

- *the impact of actual or potential public health emergencies such as the Novel Coronavirus (COVID-19);*
- *our ability to implement our plans, forecasts and other expectations with respect to our acquisitions and to fully realize the anticipated synergies and cost savings in the time frame anticipated;*
- *our ability to define, design and develop products for the infrastructure and 5G market and to market and sell those products to infrastructure customers;*
- *our dependence on a small number of customers;*
- *severe financial hardship or bankruptcy of one or more of our major customers;*
- *the effects of any potential future acquisitions, strategic investments, divestitures, mergers or joint ventures;*
- *risks associated with acquisition and consolidation activity in the semiconductor industry;*
- *our ability and the ability of our customers to successfully compete in the markets in which we serve;*
- *our dependence upon the storage market, which is highly cyclical and intensely competitive;*
- *our ability and our customers' ability to develop new and enhanced products and the adoption of those products in the market;*
- *decreases in our gross margin and results of operations in the future due to a number of factors;*
- *our reliance on independent foundries and subcontractors for the manufacture, assembly and testing of our products;*
- *the risks associated with manufacturing and selling a majority of our products and our customers' products outside of the United States;*
- *the effects of transitioning to smaller geometry process technologies;*
- *our ability to scale our operations in response to changes in demand for existing or new products and services;*
- *our ability to limit costs related to defective products;*
- *our ability to recruit and retain experienced executive management as well as highly-skilled engineering and sales and marketing personnel;*
- *our ability to mitigate risks related to our information technology systems;*
- *our ability to protect our intellectual property, particularly outside of the U.S.;*
- *our ability to estimate customer demand and future sales accurately;*
- *our reliance on third-party distributors and manufacturers' representatives to sell our products;*
- *the impact of international conflict, trade relations between the U.S. and other countries, and continued economic volatility in either domestic or foreign markets;*
- *the impact and costs associated with changes in international financial and regulatory conditions such as the addition of new trade tariffs or embargos;*
- *the impact of any change in our application of the United States federal income tax laws and the loss of any beneficial tax treatment that we currently enjoy;*
- *our maintenance of an effective system of internal controls;*
- *our ability to realize expected benefits from restructuring activities;*
- *the impact of natural disasters and other catastrophic events; and*
- *the outcome of pending or future litigation and legal proceedings.*

Additional factors that could cause actual results to differ materially include the risks discussed in Part I, Item 1A, "Risk Factors." These forward-looking statements speak only as of the date hereof. Unless required by law, we undertake no obligation to update publicly any forward-looking statements.

PART I

Item 1. *Business*

Our Company

Marvell Technology Group Ltd., together with its consolidated subsidiaries ("Marvell," the "Company," "we," or "us") is a global fabless semiconductor solutions provider of high-performance data infrastructure products. We leverage our extensive and growing technology portfolio of intellectual property in the areas of analog, mixed-signal, compute, digital signal processing, networking, security, and storage to address critical data infrastructure needs spanning performance, power, latency and scalability. Our integrated circuit solutions are architected and designed to move, store, process and secure the world's data faster and more reliably than anyone else. We offer essential technology to service the mounting compute, networking, security and storage requirements of the automotive, carrier, data center and enterprise data infrastructure markets. We currently are incorporated in Bermuda.

Recent Developments

On October 29, 2020, we entered into a merger agreement (the "Merger Agreement") with Inphi Corporation ("Inphi"), whereby we will pay Inphi's stockholders $66 per share in cash and 2.323 common shares for each Inphi share, which represented purchase consideration of approximately $10 billion as of that date. We intend to fund the cash consideration with $4.0 billion in debt financing, and have obtained commitments consisting of $2.5 billion of bridge loan commitments, $875 million of commitments for a 3-year term loan facility and $875 million of commitments for a 5-year term loan facility, in each case, from a syndicate of financial institutions, including, and arranged by, JPMorgan Chase Bank, N.A., and in each case the availability of such facilities are subject to customary terms and conditions, including completion of the merger with Inphi in accordance with the Merger Agreement. The transaction is not subject to any financing condition.

The transaction is expected to close in the second half of calendar 2021, pending approval by Inphi's and our stockholders, as well as regulatory approval and satisfaction of other customary closing conditions. As a result of the transaction, we, as the parent company, will be domiciled in the United States upon closing of the transaction. For periods after closing, the combined company will be subject to taxation in the United States, which may adversely impact our future effective tax rates and tax liabilities. A fee of up to $460 million may be payable by us or $300 million payable by Inphi upon termination of the transaction, as more fully described in the Merger Agreement. If the Merger Agreement is terminated due to failure to obtain stockholder approval, the party whose stockholders did not approve the transaction will be obligated to reimburse the other party up to $25 million for its merger related fees and costs.

Inphi is a global leader in high-speed data movement enabled by optical interconnects. Their product portfolio includes laser drivers, TIA (Trans-Impedance Amplifiers), PAM (Pulse Amplitude Modulation) and Coherent DSPs (Digital Signal Processors) and data center interconnects. The Company and Inphi both have growing positions in carrier and datacenter, and we anticipate that Inphi's high-speed electro-optics platform will add to our storage, networking, compute, and security portfolio. Inphi's electro-optics portfolio along with our copper Ethernet PHY franchise is expected to create an industry-leading highspeed data interconnect platform serving the enterprise, carrier, data center, and automotive end markets.

Our registered and mailing address is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, and our telephone number there is (441) 294-8000. The address of our U.S. operating subsidiary is Marvell Semiconductor, Inc., 5488 Marvell Lane, Santa Clara, California 95054, and our telephone number there is (408) 222-2500. We also have operations in many countries, including China, India, Israel, Japan, Singapore, South Korea, Taiwan and Vietnam. Our fiscal year ends on the Saturday nearest January 31.

Available Information

Our website address is www.marvell.com. The information contained on any website referred to in this Form 10-K does not form any part of this Annual Report on Form 10-K and is not incorporated by reference herein unless expressly noted. We make available free of charge through our website our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after we electronically file this material with, or furnish it to, the U.S. Securities and Exchange Commission ("SEC"). In addition, the SEC's website, www.sec.gov, contains reports, proxy statements, and other information that we file electronically with the SEC.

Our Markets and Products

Our products address the data infrastructure market with our four focus markets being automotive, carrier, data center and enterprise. Our compute, networking, security and storage technologies are essential and differentiating for these markets. The data infrastructure market has several very attractive attributes including long product lifecycles, deep customer relationships and are typically sole-sourced.

Our portfolio of solutions integrate multiple analog, mixed-signal and digital intellectual property components incorporating -hardware, firmware and software technologies and our system knowledge to provide our customers highly-integrated optimized solutions for their end products. In addition to selling standard product solutions, where the exact same product is sold to multiple customers, we also offer customized solutions which are tailored to a specific customer's requirements. The acquisition of Avera has extended our ability to offer custom semiconductor solutions for our data infrastructure customers. The demand for custom solutions has been increasing as our customers seek greater optimizations and differentiation for their products and services.

Our current product offerings are primarily in two broad product categories: networking and storage. Our networking products include custom ASICs, ethernet solutions and processors. These products address all four of our focus data infrastructure markets: automotive, carrier, data center and enterprise. In storage, we are a market leader in fibre channel products and data storage controller solutions primarily addressing data center, enterprise, and edge computing markets.

The following table summarizes net revenue disaggregated by product group (in thousands, except percentages):

	Year Ended					
	January 30, 2021		February 1, 2020		February 2, 2019	
	(in millions, except for percentages)					
Networking	$ 1,683	57 %	$ 1,377	51 %	$ 1,313	46 %
Storage	1,152	39 %	1,138	42 %	1,377	48 %
Other	134	4 %	184	7 %	176	6 %
Total	$ 2,969		$ 2,699		$ 2,866	

Networking

Ethernet Solutions

We offer a broad portfolio of Ethernet solutions spanning controllers, network adapters, physical transceivers and switches. Our Ethernet solutions address a wide variety of end-customer data infrastructure products from small, high-reliability automotive sub-systems to large, high-performance modular enterprise and data center solutions.

Our Ethernet switches integrate market-optimized innovative features, such as advanced tunneling and routing, high throughput forwarding, and packet processing that make networks more effective at delivering content with low-latency and high-reliability. Our Ethernet switch product portfolio ranges from low-power, five-port switches to highly integrated, multi-terabit Ethernet devices that can be interconnected to form massive network solutions.

We complement our Ethernet switch and infrastructure processors with a broad selection of Ethernet physical-layer transceivers for both fiber and copper interconnect with advanced power management, link security, and time synchronization features. With the acquisition of Aquantia, we have added their multi-gigabit ethernet transceivers to our ethernet product portfolio.

Our Ethernet controllers and network adapters are optimized to accelerate and simplify data center and enterprise networking. Our family of products provide exceptional value features and performance enabling the most agile and data-intensive applications. They deliver Ethernet connectivity for enterprise-class workstations all the way up to enterprise and cloud data centers.

Processors

We offer highly integrated semiconductors that provide single or multiple core processors, along with intelligent Layer 2 through 7 processing of the OSI (Open Systems Interconnection) stack which is the framework that governs network communications within enterprise, datacenter, storage, and carrier markets. All of our products are compatible with standards-based operating systems and general-purpose software to enable ease of programming, and are supported by our ecosystem partners.

Our OCTEON multi-core infrastructure processor families provide integrated Layer 4 through 7 data and security processing with additional capabilities at Layers 2 and 3 at line speeds. These software-compatible processors integrate next-generation networking I/Os along with advanced security, storage, and application hardware accelerators, offering programmability for the Layer 2 through Layer 7 processing requirements of intelligent networks. The OCTEON processors are targeted for use in a wide variety of carrier, data center, and enterprise equipment, including routers, switches, security UTM appliances, content-aware switches, application-aware gateways, wireless access points, 3G/4G/5G wireless base stations, storage arrays, smart network interface controllers, network functions virtualization (NFV) and software-defined networking (SDN) infrastructure.

Our OCTEON Fusion-M family of wireless baseband infrastructure processors is a highly scalable product family supporting enterprise small cells, high capacity outdoor picocells and microcells all the way up to multi-sector macrocells for multiple wireless protocols including 5G. The key features include highly optimized processor cores, a highly efficient caching subsystem, high memory bandwidth digital signal processing engines along with a host of hardware accelerators. Additionally, multiple OCTEON Fusion-M chips can be cascaded for even denser deployments or higher order multiple-input and multiple-output, or MIMO. Our OCTEON Fusion-M processors have also been designed into 5G base station radio units to enable Massive MIMO (Multiple Input Multiple Output) antenna and advanced Beamforming implementations.

Our NITROX security processor family provides the functionality required for Layer 3 to Layer 5 secure communication in a single chip. These single chip, custom-designed processors provide complete security protocol processing, encryption, authentication and compression algorithms to reduce the load on the system processor and increase total system throughput. The LiquidSecurity product family is a high-performance hardware-based transaction security solution for cloud data center and enterprise applications. It addresses the high-performance security requirements for private key management and administration. This family is available as an adapter with complete software or as a standalone appliance.

Our LiquidIO Server Adapter family is a high-performance, general-purpose programmable adapter platform that enables cloud data centers and enterprises to offload their server processors for higher performance and power efficiencies. The LiquidIO Server Adapter family is supported by a feature rich software development kit that allows customers and partners to develop high-performance SDN (software defined networking) applications with packet processing, switching, security, tunneling, quality of service, and metering.

Custom ASICs

We develop custom product solutions tailored to individual customer specifications that deliver system-level differentiation for next-generation carrier, networking, data center, machine learning, automotive, aerospace and defense applications. These custom offerings leverage our broad portfolio of technologies being used in our standard products.

Storage

Storage Controllers

We offer a broad portfolio of storage controllers for hard disk drives ("HDDs") and solid-state-drives ("SSDs") across all high-volume markets. Our controllers integrate several key Marvell technologies spanning compute, networking, security and storage. These key technologies enable our controllers to be optimized performance-power solutions and help our customers high-efficient storage products. Our HDD controllers integrate Marvell's industry-leading read channel technologies to enable higher volumetric densities at low power profiles and are being used by all the current HDD makers. Our technology density and power differentiators are critical for addressing the fast-growing high-capacity, nearline HDD data center and enterprise markets. To further enhance our HDD controller differentiation and value propositions, we offer customers preamplifier products as part of a chipset with our HDD controllers to increase our customers' product efficiencies. Our HDD controllers support all the high-volume host system interfaces, including Serial Advanced Technology Attachment ("SATA") and Serial Attached SCSI ("SAS"), which are critical for the data center and enterprise markets.

Our SSD controller products leverage our strong HDD controller know-how and system-level expertise. We integrate several of our HDD controller IPs with our flash technologies to deliver optimal solutions for data center, enterprise and client computing markets. Our SSD controller products integrate hardware and firmware components to help accelerate our customers' time to market and maximize the capabilities of our solutions. Like our HDD controllers, our SSD controllers support all the high-volume SSD host system interfaces, including SAS, SATA, peripheral component interconnect express ("PCIe"), non-volatile memory express ("NVMe") and NVMe over Fabrics ("NVMe-oF").

We have introduced new controller chipset products to enable innovative flash-based storage architectures in data centers and enterprises. These solutions increase overall data center performance, density and scalability while lowering overall power, resulting in lower total cost of ownership for the infrastructure organizations.

Fibre Channel Products

Our QLogic Fibre Channel product family comprises of host bus adapters (HBAs) and controllers for server and storage system connectivity. These products accelerate enterprise and data center applications, deliver a highly resilient infrastructure, enable greater server virtualization density along with an advanced set of data center diagnostic, orchestration and quality of service capabilities to optimize IT productivity. Our latest Fibre Channel products are well-suited for use with all-flash arrays by offering best-in-class latency and performance.

Other Products

Our other products primarily include printer SoC products. Our printer SoC products power many of today's laser and ink printers and multi-function peripherals.

Financial Information about Segments and Geographic Areas

We have determined that we operate in one reportable segment: the design, development and sale of integrated circuits. For information regarding our revenue by geographic area, and property and equipment by geographic area, please see “Note 17 - Segment and Geographic Information” in our Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of this Annual Report on Form 10-K. See “Risk Factors” under Item 1A of this Annual Report on Form 10-K for a discussion of the risks associated with our international operations.

Customers, Sales and Marketing

Our target customers are original equipment manufacturers and original design manufacturers, both of which design and manufacture end market devices. Our sales force is strategically aligned along key customer lines in order to offer fully integrated platforms to our customers. In this way, we believe we can more effectively offer a broader set of content into our key customers’ end products, without having multiple product groups separately engage the same customer. We complement and support our direct sales force with manufacturers’ representatives for our products in North America and Europe. In addition, we have distributors who support our sales and marketing activities in the United States, Europe and Asia. We also use third-party logistics providers who maintain warehouses in close proximity to our customers’ facilities. We expect that a significant percentage of our sales will continue to come from direct sales to key customers.

We use field application engineers to provide technical support and assistance to existing and potential customers in designing, testing and qualifying systems designs that incorporate our products. Our marketing team works in conjunction with our field sales and application engineering force, and is organized around our product groups.

Historically, a relatively small number of customers have accounted for a significant portion of our net revenue. During fiscal year 2021 and 2020, there was no net revenue attributable to a customer, other than one distributor, whose revenues as a percentage of net revenue was 10% or greater of total net revenues. Net revenue attributable to significant customers whose revenues as a percentage of net revenue was 10% or greater of total net revenues is presented in the following table:

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Customer:			
Western Digital	*	*	12 %
Toshiba **	*	*	11 %
Seagate	*	*	10 %
Distributor:			
Wintech	13 %	12 %	*

* Less than 10% of net revenue
** The percentage of net revenue reported for Toshiba for fiscal year 2019 excludes net revenue of Toshiba Memory Corporation after Toshiba divested Toshiba Memory Corporation during fiscal year 2019.

Inventory and Working Capital

We place firm orders with our suppliers generally up to 32 weeks prior to the anticipated delivery date and typically prior to an order for the product. These lead times were extended from 16 weeks in the prior year based on the manufacturing process and current capacity at the foundries and substrate suppliers. We often maintain substantial inventories of our products because the semiconductor industry is characterized by short lead time orders and quick delivery schedules.

Research and Development

We believe that our future success depends on our ability to introduce improvements to our existing products and to develop new products that deliver cost-effective solutions for both existing and new markets. Our research and development efforts are directed largely to the development of high-performance analog, mixed-signal, digital signal processing and embedded microprocessor integrated circuits with the smallest die size and lowest power. We devote a significant portion of our resources to expanding our product portfolio based on a broad intellectual property portfolio with designs that enable high-performance, reliable communications over a variety of physical transmission media. We are also focused on incorporating functions currently provided by stand-alone integrated circuits into our integrated platform solutions to reduce our customers’ overall system costs.

We have assembled a core team of engineers who have experience in the areas of mixed-signal circuit design, digital signal processing, embedded microprocessors, complementary metal oxide semiconductor (“CMOS”) technology and system-level architectures. We have invested and will continue to invest a significant amount in research and development. See our discussion of research and development expenses in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, of this Annual Report on Form 10-K for further information.

Manufacturing

Integrated Circuit Fabrication

The vast majority of our integrated circuits are fabricated using widely available CMOS processes, which provide greater flexibility to engage independent foundries to manufacture integrated circuits at lower costs. By outsourcing manufacturing, we are able to avoid the cost associated with owning and operating our own manufacturing facility. This allows us to focus our efforts on the design and marketing of our products. We work closely with our foundry partners to forecast on a monthly basis our manufacturing capacity requirements. We closely monitor foundry production to ensure consistent overall quality, reliability and yield levels. Our integrated circuits are currently fabricated in several advanced manufacturing processes. Because finer manufacturing processes lead to enhanced performance, smaller silicon chip size and lower power requirements, we continually evaluate the benefits and feasibility of migrating to smaller geometry process technology in order to reduce cost and improve performance.

Assembly and Test

We outsource all product packaging and testing requirements for our products in production to several assembly and test subcontractors primarily located in China, Korea, Singapore, Canada and Taiwan.

Governmental Regulations

Import/Export, National Security and Other Regulations Related to International Operations and Ownership

We are subject to laws and regulations worldwide, which may differ among jurisdictions, affecting our operations in areas including, but not limited to: intellectual property ownership and infringement; tax; import and export requirements; anti-corruption; foreign exchange controls and cash repatriation restrictions; conflict minerals; data privacy requirements; competition; advertising; employment; product regulations; environment, health and safety requirements; and consumer laws. For example, government export regulations apply to the encryption or other features contained in some of our products.

In connection with some of our acquisitions, we have been subject to regulatory conditions imposed by the Committee on Foreign Investment in the United States (CFIUS) where we have agreed to implement certain cyber security, physical security and training measures and supply agreements to protect national security. A portion of the business we acquired in the Avera acquisition requires facility security clearances under the National Industrial Security Program. The National Industrial Security Program requires that a corporation maintaining a facility security clearance be effectively insulated from foreign ownership, control or influence (“FOCI”). Because we are organized in Bermuda, we have entered into agreements with the U.S. Department of Defense with respect to FOCI mitigation arrangements that relate to our operation of the portion of the Avera business involving facility clearances.

Primarily as a result of our acquisition of Avera, we are now a party to certain contracts with the U.S. government and its subcontractors. Our contracts with government entities are subject to various procurement regulations and other requirements relating to their formation, administration and performance.

See “Risk Factors” under Item 1A of this Annual Report on Form 10-K for additional information on regulatory matters.

Environmental Management

We are also subject to environmental rules and regulations in multiple jurisdictions, such as the EU Directive on Restriction of Hazardous Substances (RoHS), the EU Waste Electrical and Electronic Equipment Directive (WEEE Directive),China’s regulation on Management Methods for Controlling Pollution Caused by Electronic Information Products, and California Safe Drinking Water and Toxic Enforcement Act of 1986.

We believe that our products comply with the current Restriction of Hazardous Substances Directive, the European legislation that restricts the use of a number of substances, including lead, and the Regulation, Evaluation and Authorization of Chemicals SVHC Substances Directive. In addition, each of our manufacturing subcontractors certifies to us compliance with ISO 14001:2004, the international standard related to environmental management. We are also working to establish a “conflict-free” supply chain, including ethical sourcing of certain minerals for our products.

Intellectual Property

Our future revenue growth and overall success depend in large part on our ability to protect our intellectual property. We rely on a combination of patents, copyrights, trademarks, trade secrets, contractual provisions, confidentiality agreements and licenses to protect our intellectual property. As of January 30, 2021, we have approximately 9,400 active U.S. and foreign patents issued and approximately 1,100 U.S. and foreign patent applications pending on various aspects of our technology. While we believe the duration of our patents generally covers the expected lives of our products, our patents may not collectively or individually cover every feature on innovation in our product. In addition, our efforts may not be sufficient to protect our intellectual property from misappropriation or infringement. See “Risk Factors” under Item 1A of this Annual Report on Form 10-K for a discussion of the risks associated with our intellectual property.

We have expended and will continue to expend considerable resources in establishing a patent position designed to protect our intellectual property. While our ability to compete is enhanced by our ability to protect our intellectual property, we believe that in view of the rapid pace of technological change, the combination of the technical experience and innovative skills of our employees may be as important to our business as the legal protection of our patents and other proprietary information.

From time to time, we may desire or be required to renew or to obtain licenses from third parties in order to further develop and effectively market commercially viable products or in connection with a pending or future claim or action asserted against us. We cannot be sure that any necessary licenses will be available or will be available on commercially reasonable terms.

The integrated circuit industry is characterized by vigorous pursuit and protection of intellectual property rights, which has resulted in significant and often time consuming and expensive litigation. From time to time, we receive, and may continue to receive in the future, notices that claim we have infringed upon, misappropriated or misused the proprietary rights of other parties.

In addition, we have in the past and may in the future be sued by other parties who claim that we have infringed their patents or misappropriated or misused other intellectual property rights, or who may seek to invalidate one or more of our patents, trademarks, or other rights. Although we defend these claims vigorously, it is possible that we will not prevail in pending or future lawsuits. See “Risk Factors” under Item 1A of this Annual Report on Form 10-K and “Note 12 - Commitments and Contingencies” in our Notes to the Consolidated Financial Statements set forth in Part II, Item 8, of this Annual Report on Form 10-K for further discussion of the risks associated with patent litigation matters.

Competition

The markets for our products are intensely competitive, and are characterized by rapid technological change, evolving industry standards, frequent new product introductions and pricing pressures. Competition has intensified as a result of the increasing demand for higher levels of performance, integration and smaller process geometries. We expect competition to further intensify as current competitors strengthen the depth and breadth of their product offerings, either through in-house development or by acquiring existing technology. In addition, some of our customers have chosen to develop certain semiconductor products internally and this trend may continue to proliferate. We believe that our ability to compete successfully in the rapidly evolving markets for our products depends on multiple factors, including, but not limited to:

- the performance, features, quality and price of our products;
- the development execution, timing and success of enhanced and new product introductions by us, our customers and our competitors;
- the emergence, rate of adoption and acceptance of new industry standards;
- market demand trends;
- competitive tactics;
- our ability to obtain adequate foundry capacity with the appropriate technological capability; and
- the number and nature of our competitors in a given market.

Our major competitors for our products include Broadcom Limited, Intel Corporation, Microchip Technology Inc., NXP Semiconductors N.V., Phison Electronics Corporation, Realtek Semiconductor Corporation, Silicon Motion Technology Corporation and Socionext Inc. We expect increased competition in the future from both emerging and established companies, as well as from alliances among competitors, customers or other third parties, any of which could acquire significant market share. See “Risk Factors” under Item 1A of this Annual Report on Form 10-K for a discussion of competitive risks associated with our business.

Historically, average unit selling prices in the integrated circuit industry in general, and for our products in particular, have decreased over the life of a particular product. We expect that the average unit selling prices of our products will continue to be subject to significant pricing pressures. In order to offset expected declines in the selling prices of our products, we will need to continue to introduce innovative new products and reduce the cost of our products. To accomplish this, we intend to continue to implement design changes that lower the cost of manufacturing, assembly and testing of our products. See "Risk Factors" under Item 1A of this Annual Report on Form 10-K for a discussion of pricing risks.

Human Capital

Marvell's human capital objectives are to attract, retain and develop high quality talent with the technical and other skills necessary to execute on our business objectives. To support these objectives, Marvell's human resources programs, which include talent acquisition, total rewards, and learning and development, are designed to train and facilitate internal talent mobility to create a high-performing, diverse workforce. Our programs are designed to reward and support employees through competitive pay and benefits as well as enhance the Company's culture through efforts aimed at making the workplace more engaging and inclusive and develop talent to prepare them for critical roles and leadership positions for the future.

Our Board of Directors and Board committees provide oversight on certain human capital matters. The Audit Committee provides oversight of business risks and the Company's Code of Business Conduct and Ethics, both of which have relevance for human capital. The Nominating and Governance Committee of the Board has oversight for Marvell's Environment, Society and Governance (ESG) strategy, which includes talent attraction and retention and inclusion and diversity. The Executive Compensation Committee provides oversight of the Company's overall compensation philosophy, policies and programs, and assesses whether the Company's compensation establishes appropriate incentives for executive officers and employees.

The Company employed 5,340 people as of January 30, 2021. As of January 30, 2021, our global workforce was comprised of approximately: 99% full time employees and 1% part time employees. Our employees sit across three geographical regions: 50% of employees are based in North America, 38% are in APAC (which includes India) and 12% are in EMEA.

We continually monitor employee turnover, as given the nature of our business, our success depends upon highly trained personnel with the technical skills necessary to execute on our business objectives. We believe the combination of competitive compensation and career growth and development opportunities help to increase employee tenure and reduce voluntary turnover. Intern and entry level professional new hires are an important part of our overall talent pipeline and strategy, as students and entry level professionals often have knowledge in the latest research and innovations, and we want Marvell to benefit from that knowledge.

Competitive Compensation and Benefits

We provide employee wages that we believe are competitive and consistent with employee positions, skill levels, experience, knowledge, and geographic location. We evaluate the effectiveness of our executive compensation and benefit programs and compare those programs against those of our peers within the industry. We align our executives' long-term equity compensation with our shareholders' interests by linking realizable pay with performance. Marvell provides comprehensive and affordable health and wellness coverage to all our employees.

Culture, Engagement and Development

Marvell is a dynamic, interactive, high-energy workplace, where people are self-motivated and encouraged to make a difference.

We have defined four core behaviors to help guide our actions and interactions with people both inside and outside the company:

- Act with integrity and treat everyone with respect,
- Innovate to solve customer needs,
- Execute with thoroughness and rigor, and
- Help others achieve their objectives.

Our focus is on creating an environment where people feel respected, valued and engaged. Employee feedback is one way for us to know how we are doing and where we can do better. We regularly conduct Voice of the Employee and other surveys. This is a valuable opportunity for all employees to provide open, candid, confidential feedback about what it's like to work at Marvell. We offer a variety of employee training programs, including management training programs aligned with the level of managers, technical training, mandatory compliance trainings and voluntary professional development opportunities. In addition, we organize a wide range of employee events designed to foster a sense of community at Marvell.

The COVID-19 pandemic has presented challenges for all individuals and businesses. Our leadership has continued to engage and support employees through the pandemic in a range of ways, including sending frequent communication and resources, providing a number of four day “recharge weekends”, and surveying employees on the experience of working from home. See the Health & Safety section below for more details.

Inclusion & Diversity

At Marvell, we value the uniqueness that an inclusive and diverse global team brings to our company, and we are focused on creating an environment that leverages the perspectives and contributions of each employee. As one part of our ongoing efforts to strengthen our inclusion and diversity, we began to release regular updates to our diversity data to enable our investors, partners and employees to track our progress.

Health & Safety

Marvell is committed to protecting the health and safety of all individuals, including employees, contractors and vendors, affected by our activities. In this regard, we continuously seek to reduce workplace hazards and risks.

The COVID-19 pandemic placed new emphasis on health and safety at Marvell, and we took various steps to promote the health, safety and wellness of our employees during the ongoing crisis.

Item 1A. ***Risk Factors***

Investing in our common shares involves a high degree of risk. You should carefully consider the risks and uncertainties described below and all information contained in this report before you decide to purchase our common shares. Many of these risks and uncertainties are beyond our control, including business cycles and seasonal trends of the computing, infrastructure, semiconductor and related industries and end markets. If any of the possible adverse events described below actually occurs, we may be unable to conduct our business as currently planned and our financial condition and operating results could be harmed. In addition, the trading price of our common shares could decline due to the occurrence of any of these risks, and you could lose all or part of your investment.

SUMMARY OF FACTORS THAT MAY AFFECT OUR FUTURE RESULTS

The following summarizes the principal factors that make an investment in the Company speculative or risky. This summary should be read in conjunction with the remainder of this "Risk Factors" section and should not be relied upon as an exhaustive summary of the material risks facing our business. The occurrence of any of these risks could harm our business, financial condition, results of operations and/or growth prospects or cause our actual results to differ materially from those contained in forward-looking statements we have made in this report and those we may make from time to time. You should consider all of the risk factors described in our public filings when evaluating our business.

- risks related to the impact of the COVID-19 pandemic or other future pandemics, on the global economy and on our customers, suppliers, employees and business;
- risks related to our ability to complete our planned merger with Inphi Corporation on a timely basis, or at all, and limitations and restrictions contained in the Merger Agreement;
- risks related to the extension of lead time due to supply chain disruptions, component shortages that impact the production of our products, and constrained availability from other electronic suppliers impacting our customers' ability to ship their products, which in turn may adversely impact our sales to those customers;
- risks related to our ability to realize anticipated synergies in connection with the Inphi merger and other strategic transactions;
- risks related to changes in general economic conditions, such as the impact of Brexit on the economy in the E.U., political conditions, such as the recent tariffs and trade restrictions with China and other foreign nations, and specific conditions in the end markets we address, including the continuing volatility in the technology sector and semiconductor industry;
- risks related to the ability of our customers, particularly in jurisdictions such as China that may be subject to trade restrictions (including the need to obtain export licenses) to develop their own solutions or acquire fully developed solutions from third-parties;
- risks related to cancellations, rescheduling or deferrals of significant customer orders or shipments, as well as the ability of our customers to manage inventory;
- risks related to the effects of any future acquisitions, divestitures or significant investments;
- risks related to the highly competitive nature of the end markets we serve, particularly within the semiconductor and infrastructure industries;
- risks related to our dependence on a few customers for a significant portion of our revenue;
- risks related to our ability to execute on changes in strategy and realize the expected benefits from restructuring activities;
- risks related to our ability to maintain a competitive cost structure for our manufacturing and assembly and test processes and our reliance on third parties to produce our products;
- risks related to our ability to realize anticipated synergies in connection with our acquisitions and our loss of synergies in connection with our divestitures;
- risks related to any current and future litigation and regulatory investigations that could result in substantial costs and a diversion of management's attention and resources that are needed to successfully maintain and grow our business;
- risks related to gain or loss of a design win or key customer;
- risks related to seasonality or volatility related to sales into the infrastructure market;

- risks related to failures to qualify our products or our suppliers' manufacturing lines;
- risks related to our ability to develop and introduce new and enhanced products in a timely and effective manner, as well as our ability to anticipate and adapt to changes in technology;
- risks related to failures to protect our intellectual property, particularly outside the U.S.;
- risks related to the potential impact of a significant natural disaster, including earthquakes, fires, floods and tsunamis, particularly in certain regions in which we operate or own buildings, such as Santa Clara, California, and where our third party suppliers operate, such as Taiwan and elsewhere in the Pacific Rim;
- risks related to our ability to attract, retain and motivate a highly skilled workforce, especially managerial, engineering, sales and marketing personnel;
- risks related to our debt obligations;
- risks related to severe financial hardship or bankruptcy of one or more of our major customers; and
- risks related to failures of our customers to agree to pay for NRE (non-recurring engineering) costs or failure to pay enough to cover the costs we incur in connection with NREs.

Our quarterly results of operations have fluctuated in the past and could do so in the future. Because our results of operations are difficult to predict, you should not rely on quarterly comparisons of our results of operations as an indication of our future performance. Due to fluctuations in our quarterly results of operations and other factors, the price at which our common shares will trade is likely to continue to be highly volatile. Accordingly, you may not be able to resell your common shares at or above the price you paid. In future periods, our stock price could decline if, amongst other factors, our revenue or operating results are below our estimates or the estimates or expectations of securities analysts and investors. Our stock is traded on the Nasdaq stock exchange under the ticker symbol "MRVL". As a result of stock price volatility, we may be subject to securities class action litigation. Any litigation could result in substantial costs and a diversion of management's attention and resources that are needed to successfully maintain and grow our business.

WE ARE SUBJECT TO RISKS ASSOCIATED WITH THE CORONAVIRUS (COVID-19) PANDEMIC

We face risks related to the COVID-19 pandemic which currently has, and may continue in the future to, significantly disrupt and adversely impact our manufacturing, research and development, operations, sales and financial results.

Our business has been, and will continue to be, adversely impacted by the effects of the COVID-19 pandemic. In addition to global macroeconomic effects, the COVID-19 pandemic and related adverse public health measures have caused disruption to our global operations and sales. Our third-party manufacturers, suppliers, third-party distributors, sub-contractors and customers have been, and are expected to continue to be, disrupted by worker absenteeism, quarantines and restrictions on their employees' ability to work; office and factory closures; disruptions to ports and other shipping infrastructure; border closures; and other travel or health-related restrictions. Depending on the magnitude of such effects on our manufacturing, assembling, and testing activities or the operations of our suppliers, third-party distributors, or sub-contractors, our supply chain, manufacturing and product shipments will be delayed, which could adversely affect our business, operations and customer relationships.

In addition to operational and customer impacts, the COVID-19 pandemic has had, and is expected to continue to have, a significant impact on the economies and financial markets of many countries including an economic downturn, which has affected and may in the future affect demand for our products and impact our operating results in both the near and long term. There can be no assurance that any decreases in sales resulting from the COVID-19 pandemic will be offset by increased sales in subsequent periods.

We have experienced and expect to continue to experience disruptions to our business operations resulting from work from home, quarantines, self-isolations, or other movement and restrictions on the ability of our employees to perform their jobs, innovate, work together in teams and collaborate and such disruptions could impact our ability to develop and design our products in a timely manner or meet required milestones or customer commitments. See the Risk Factor entitled "*If we are unable to develop and introduce new and enhanced products that achieve market acceptance in a timely and cost-effective manner, our results of operations and competitive position will be harmed.*" These disruptions may also impact our ability to win in time sensitive competitive bidding selection processes. See the Risk Factor entitled "*We rely on our customers to design our products into their systems, and the nature of the design process requires us to incur expenses prior to customer commitments to use our products or recognizing revenues associated with those expenses which may adversely affect our financial results.*" In addition, work from home, quarantines, self-isolations, home schooling, continuing macroeconomic related uncertainty or caring for family members may result in heavy psychological, emotional or financial burdens for some of our employees, which may impact their productivity and morale and may lead to higher employee absences and higher attrition rates. See the Risk Factor entitled "*We depend on highly skilled personnel to support our business operations. If we are unable to retain and motivate our current personnel or attract additional qualified personnel, our ability to develop and successfully market our products could be harmed*."

Our share repurchase program was temporarily suspended in late March 2020 to preserve cash during the COVID-19 pandemic and remains temporarily suspended in anticipation of the funding of our acquisition of Inphi. See the Risk Factor entitled "*There can be no assurance that we will continue to declare cash dividends or effect share repurchases in any particular amount or at all, and statutory requirements under Bermuda Law may require us to defer payment of declared dividends or suspend share repurchases.*"

We may become subject to claims or lawsuits by employees, customers, suppliers or other parties regarding actions we take in our operations in response to the COVID-19 pandemic.

Our efforts to manage these impacts may be unsuccessful, and the ultimate impact of the COVID-19 pandemic also depends on factors beyond our knowledge or control, including the duration, severity and geographic scope of the COVID-19 pandemic, the availability, widespread distribution and use of safe and effective vaccines and the actions taken to contain its spread and mitigate its public health and economic effects. Due to the uncertainty regarding the severity and duration of the COVID-19 pandemic and related public health measures and macroeconomic impacts, at this time we are unable to predict the full impact of the COVID-19 pandemic on our business, financial condition, operating results and cash flows. In addition, the impacts of the COVID-19 pandemic will be exacerbated the longer the pandemic continues.

The impact of the COVID-19 pandemic can also exacerbate other risks discussed below in this Item 1A "Risk Factors" section.

WE ARE SUBJECT TO RISKS ASSOCIATED WITH OUR PROPOSED MERGER WITH INPHI

Our proposed acquisition of Inphi involves a number of risks, including, among others, the risk that we fail to complete the acquisition in a timely manner or at all, regulatory risks, risks associated with our use of a significant portion of our cash and our taking on significant indebtedness, other financial risks, integration risks, and risks associated with the reactions of customers, suppliers and employees.

On October 29, 2020, Marvell entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), by and among Marvell, Marvell Technology, Inc. (f/k/a Maui HoldCo, Inc.), a Delaware corporation and a wholly owned subsidiary of Marvell ("HoldCo"), Maui Acquisition Company Ltd, a Bermuda exempted company and a wholly owned subsidiary of HoldCo ("Bermuda Merger Sub"), Indigo Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of HoldCo ("Delaware Merger Sub"), and Inphi Corporation, a Delaware corporation ("Inphi"). Pursuant to the Merger Agreement: (i) Bermuda Merger Sub will be merged with and into Marvell (the "Bermuda Merger"), with Marvell continuing as a wholly owned subsidiary of HoldCo; and (ii) Delaware Merger Sub will be merged with and into Inphi (the "Delaware Merger" and, together with the Bermuda Merger, the "Mergers"), with Inphi continuing as a wholly owned subsidiary of HoldCo. As a result of the transaction, the parent company will be domiciled in the United States upon closing of the transaction.

Our and Inphi's obligations to consummate the proposed Mergers are subject to the satisfaction or waiver of certain conditions, including, among others: (i) approval by Marvell's shareholders of the Merger Agreement and the Bermuda Merger; (ii) adoption by Inphi's stockholders of the Merger Agreement; and (iii) the receipt of certain regulatory approvals. In addition to these requirements, the Merger is subject to potential delays or disruptions resulting from the COVID-19 pandemic, litigation, and the ability of HoldCo and Marvell to obtain necessary financing.

The regulatory approvals required in connection with the proposed transaction may not be obtained or may contain materially burdensome conditions. If any conditions or changes to the structure of the proposed Mergers are required to obtain these regulatory approvals, they may have the effect of jeopardizing or delaying completion of the proposed Mergers or reducing the anticipated benefits of the transaction to HoldCo. If we agree to any material conditions in order to obtain any approvals required to complete the proposed Mergers, HoldCo's business and results of operations may be adversely affected.

In addition, the incurrence of substantial indebtedness in connection with the financing of the proposed Mergers will reduce HoldCo's liquidity, and may limit HoldCo's flexibility in responding to other business opportunities and increase our vulnerability to adverse economic and industry conditions.

If the proposed Mergers are not completed by June 30, 2021 (or March 1, 2022, if extended by either party in accordance with the terms of the Merger Agreement) under certain circumstances, including in the event receipt of certain required regulatory approvals has not been obtained, either Marvell or Inphi may choose to terminate the Merger Agreement. Marvell or Inphi may also elect to terminate the Merger Agreement in certain other circumstances, or they may mutually decide to terminate the Merger Agreement at any time prior to the effective time of the Delaware Merger, before or after obtaining shareholder approval, as applicable.

If the proposed Mergers are not completed, our stock price could fall to the extent that our current price reflects an assumption that we will complete it. Furthermore, if the proposed Mergers are not completed and the Merger Agreement is terminated, we would not realize any of the expected benefits of the proposed Mergers, and we may suffer other consequences that could adversely affect our business, results of operations and stock price, including, among others:

- we could be required to pay a termination fee of up to $460 million;
- we will have incurred and may continue to incur costs relating to the proposed Mergers, many of which are payable by us whether or not the proposed Mergers are completed;
- matters related to the proposed Mergers (including integration planning) require substantial commitments of time and resources by our management team and numerous others throughout our organization, which could otherwise have been devoted to other opportunities;
- we may be subject to legal proceedings related to the proposed Mergers or the failure to complete the proposed Mergers;
- the failure to complete the proposed Mergers may result in negative publicity and a negative perception of us in the investment community; and
- any disruptions to our business resulting from the announcement and pendency of the proposed Mergers, including any adverse changes in our relationships with our customers, suppliers, partners or employees, may continue to intensify in the event the proposed Mergers are not consummated.

The benefits we expect HoldCo to realize from the proposed Mergers will depend, in part, on HoldCo's ability to integrate the businesses successfully and efficiently.

Furthermore, uncertainties about the proposed Mergers may cause our and/or Inphi's current and prospective employees to experience uncertainty about their futures. These uncertainties may impair our and/or Inphi's ability to retain, recruit or motivate key management, engineering, technical and other personnel. Similarly, our and/or Inphi's existing or prospective customers, licensees, suppliers and/or partners may delay, defer or cease purchasing products or services from or providing products or services to us or Inphi; delay or defer other decisions concerning us or Inphi; or otherwise seek to change the terms on which they do business with us or Inphi. Any of the above could harm us and/or Inphi, and thus decrease the benefits we expect HoldCo to receive from the proposed Mergers.

The proposed Mergers may also result in significant charges or other liabilities, including taxes, that could adversely affect HoldCo's results of operations, such as cash expenses and non-cash accounting charges incurred in connection with the acquisition and/or integration of the business and operations of Marvell and Inphi. The amount and timing of these possible charges are not yet known. Further, HoldCo's failure to identify or accurately assess the magnitude of certain liabilities HoldCo is assuming in the proposed transaction could result in unexpected litigation or regulatory exposure, unfavorable accounting charges, unexpected increases in taxes due, a loss of anticipated tax benefits or other adverse effects on HoldCo's business, results of operations, financial condition or cash flows.

Until the completion of the Mergers or the termination of the Merger Agreement in accordance with its terms, Marvell and Inphi are each prohibited from entering into certain transactions and taking certain actions that might otherwise be beneficial to Marvell or Inphi and their respective shareholders.

Until the proposed Mergers are completed or the Merger Agreement is terminated, the Merger Agreement restricts Marvell and Inphi from taking specified actions without the consent of the other party, and requires Marvell and Inphi to conduct their respective business and operations in the ordinary course in all material respects and substantially in accordance with past practices. These restrictions may prevent Marvell and Inphi from making appropriate changes to their respective businesses or pursuing attractive business opportunities that may arise prior to the completion of the proposed Mergers.

The Merger Agreement limits each of Marvell's and Inphi's ability to pursue alternative transactions, and in certain instances requires payment of a termination fee, which could deter a third party from proposing an alternative transaction.

The Merger Agreement contains provisions that, subject to certain exceptions, limit each of Marvell's and Inphi's ability to solicit, initiate, encourage or facilitate, or enter into discussions or negotiations with respect to, any inquiries regarding or the making of any proposal or offer that constitutes or could reasonably be expected to lead to an alternative transaction. In addition, under certain specified circumstances, Inphi is required to pay a termination fee of $300 million if the Merger Agreement is terminated and, under certain specified circumstances, Marvell is required to pay a termination fee of $400 (or in some cases $460) million if the Merger Agreement is terminated. It is possible that these or other provisions might discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of Marvell or Inphi from considering or proposing an acquisition or might result in a potential competing acquirer proposing to pay a lower per share price to acquire Marvell or Inphi than it might otherwise have proposed to pay.

Any delay in completing the Mergers may significantly reduce the benefits expected to be obtained from the Mergers.

In addition to the required regulatory clearances and approvals, the Mergers are subject to a number of other conditions that are beyond the control of Marvell and Inphi. The failure to satisfy these and other conditions may prevent, delay or otherwise materially and adversely affect completion of the Mergers. Marvell and Inphi cannot predict whether and when these other conditions will be satisfied. Further, the requirements for obtaining the required regulatory clearances and approvals could delay the completion of the Mergers for a significant period of time or prevent it from occurring. Any delay in completing the Mergers may significantly reduce the synergies projected to result from the Mergers and other benefits that Marvell and Inphi expect to achieve if they complete the Mergers within the expected timeframe and integrate their respective businesses.

There can be no assurance that Marvell will be able to secure the funds necessary to pay the cash portion of the Merger consideration and refinance certain existing indebtedness on acceptable terms, in a timely manner or at all.

HoldCo intends to fund the cash portion of the Merger consideration to be paid to holders of Inphi common stock with new debt. To this end, Marvell and HoldCo have entered into a bridge commitment letter containing commitments for a $2.5 billion senior 364-day bridge loan and a term loan credit agreement containing commitments for $1.75 billion senior unsecured term loan facilities (consisting of a $875 million 3-year term loan facility and a $875 million 5-year term loan facility). There can be no assurance that Marvell or HoldCo will be able to obtain the debt financing pursuant to the bridge commitment letter or the term loan credit agreement, as applicable.

In the event that the debt financing contemplated by the bridge commitment letter or the term loan credit agreement, as applicable, is not available, other financing may not be available on acceptable terms, in a timely manner or at all. If Marvell or HoldCo is unable to obtain debt financing, the proposed Mergers may be delayed or not be completed.

Litigation filed against Marvell and Inphi could prevent or delay the completion of the Mergers or result in the payment of damages following completion of the Mergers.

Marvell, Inphi, and the boards of directors of both companies currently are and may in the future be parties, among others, to various litigations related to the Merger Agreement and the Merger, including putative shareholder class actions. Five lawsuits have been filed against Inphi and the Inphi Board in federal court: Wang v. Inphi Corp., et. al. (filed December 24, 2020, Northern District of California); Cohen v. Inphi Corp., et al. (filed January 5, 2021, Southern District of New York); Jones v. Inphi Corp., et al. (filed January 8, 2021, Eastern District of New York); Rosenfeld v. Inphi Corp., et al. (filed January 20, 2021, Northern District of California); and Kearny v. Inphi Corp., et al. (filed January 29, 2021, Northern District of California). Two additional federal complaints have been filed against Inphi, its board of directors, and certain Marvell entities involved in the Merger: MacIntosh v. Inphi Corp., et al. (filed December 30, 2020, Southern District of New York) and Poe v. Inphi Corp., et al. (filed January 16, 2021, District of Delaware). Three lawsuits have been filed against only Marvell and its board of directors in federal court: Raul v. Marvell Tech. Group Ltd., et al. (filed January 8, 2021, Southern District of New York); Cardone v. Marvell Tech. Group Ltd., et al. (filed January 11, 2021, Eastern District of New York); and Schumacher v. Marvell Tech. Group, Ltd., et al. (filed January 16, 2021, District of Delaware). All ten lawsuits assert claims for violation of Section 14(a) of and Rule 14a-9 promulgated under the Exchange Act based on allegations that the registration statement on Form S-4 filed by Marvell with the SEC on December 22, 2020 omits material information. The complaints also assert control person claims under Section 20(a) of the Exchange Act against the Marvell and Inphi boards of directors. One of the complaints that names only Inphi and its board of directors asserts an additional claim for breach of fiduciary duty. As set forth in the Merger Agreement, no settlement of litigation related to the Merger may be agreed to by Inphi without the prior written consent of Marvell.

Among other remedies, the plaintiffs in such matters are seeking to enjoin the Merger. The results of complex legal proceedings are difficult to predict, and could delay or prevent the Merger from becoming effective in a timely manner. Moreover, the pending litigation and any future additional litigation could be time consuming and expensive, could divert Marvell’s and Inphi’s management’s attention away from their regular businesses, and, if any one of these lawsuits is adversely resolved against either Marvell or Inphi, could have a material adverse effect on Marvell’s or Inphi’s respective financial condition or the condition of the combined company.

If a settlement or other resolution is not reached in the potential lawsuits referenced above and the plaintiffs secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting Marvell’s or Inphi’s ability to complete the Merger on the terms contemplated by the Merger Agreement, or there is a pending or overtly threatened legal proceeding brought by a governmental party as described above, then the Merger may not become effective in a timely manner or at all.

Failure to successfully integrate the businesses of Marvell and Inphi in the expected time frame may adversely affect HoldCo’s future results.

Marvell and Inphi entered into the Merger Agreement with the expectation that the Mergers will result in various benefits, including certain cost savings and operational efficiencies or synergies. To realize these anticipated benefits, the businesses of Marvell and Inphi must be successfully integrated. Historically, Marvell and Inphi have been independent companies, and they will continue to be operated as such until the completion of the Mergers. The integration may be complex and time consuming and may require substantial resources and effort. The management of HoldCo may face significant challenges in consolidating the operations of Marvell and Inphi, integrating the technologies, procedures, and policies, as well as addressing the different corporate cultures of the two companies and retaining key personnel. If the companies are not successfully integrated, the anticipated benefits of the mergers may not be realized fully or at all or may take longer to realize than expected.

The Change in Jurisdiction Resulting from the Mergers may impact the Rights of our Shareholders

Currently, the rights of Marvell shareholders arise under Bermuda law, the Marvell Memorandum of Association and the Marvell Bye-Laws. Upon completion of the Mergers, Marvell will become a wholly owned subsidiary of HoldCo, a Delaware corporation, and former Marvell shareholders will become HoldCo shareholders. The rights of former Marvell shareholders who become HoldCo shareholders will be governed by the HoldCo Charter and the HoldCo Bylaws, as well as U.S. federal law and Delaware law. As a result, some of the rights of HoldCo shareholders could differ from the rights Marvell shareholders currently possess. For example, the HoldCo Charter provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for any complaint asserting any internal corporate claims, including claims in the right of HoldCo that are based upon a violation of a duty by a current or former director, officer, employee or stockholder in such capacity, or as to which Delaware law confers jurisdiction upon the Court of Chancery. The federal district courts of the United States, to the fullest extent permitted by law, will be the exclusive forum for any complaint asserting a cause of action under the Securities Act. The exclusive forum provision does not apply to actions arising under the Exchange Act. Since Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder, a state court may permit a defendant to pursue an action arising under the Securities Act in state court. While the Delaware Supreme Court has recently upheld provisions of the certificates of incorporation of other Delaware corporations that are similar to the exclusive forum provision in the HoldCo Charter, a court of a state other than the State of Delaware could decide that such provisions are not enforceable under the laws of that state. The provision may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with HoldCo or its directors, officers, employees or stockholders, which may discourage such lawsuits against HoldCo and its directors, officers, employees or stockholders. Alternatively, if a court were to find the choice of forum provision contained in the HoldCo Charter to be inapplicable or unenforceable in an action, HoldCo may incur additional costs associated with resolving such action in other jurisdictions, which could materially and adversely affect its business, financial condition and results of operations. In addition, while class actions are generally not available to shareholders under Bermuda law, such actions are generally available under Delaware law. Thus, HoldCo may be subject to more shareholder litigation than Marvell and costly litigation could have a material adverse effect on the financial condition of HoldCo.

WE ARE SUBJECT TO RISKS ASSOCIATED WITH OUR STRATEGIC TRANSACTIONS

Recent, current and potential future acquisitions, strategic investments, divestitures, mergers or joint ventures may subject us to significant risks, any of which could harm our business.

Our long-term strategy has included in the past, as discussed below, and may continue to include in the future identifying and acquiring, investing in or merging with suitable candidates on acceptable terms, or divesting of certain business lines or activities. In particular, over time, we may acquire, make investments in, or merge with providers of product offerings that complement our business or may terminate such activities.

For example:

- On September 19, 2019, we completed the acquisition of Aquantia Corp. (“Aquantia”);
- On November 5, 2019, we completed the acquisition of Avera Semiconductor, the Application Specific Integrated Circuit (ASIC) business of GlobalFoundries (“Avera”);
- On December 6, 2019, we sold NXP USA, Inc. certain assets related to our Wi-Fi Connectivity business; and
- On October 29, 2020, we entered into the Merger Agreement with Inphi.

Mergers, acquisitions and divestitures include a number of risks and present financial, managerial and operational challenges. Any acquired business, technology, service or product could significantly underperform relative to our expectations and may not achieve the benefits we expect on a timely basis or at all. Given that our resources are limited, our decision to pursue a transaction has opportunity costs; accordingly, if we pursue a particular transaction, we may need to forgo the prospect of entering into other transactions that could help us achieve our strategic objectives.

When we decide to sell assets or a business, we may have difficulty selling on acceptable terms in a timely manner or at all. These circumstances could delay the achievement of our strategic objectives or cause us to incur additional expense, or we may sell a business at a price or on terms that are less favorable than we had anticipated, resulting in a loss on the transaction.

If we do enter into agreements with respect to acquisitions, divestitures, or other transactions, these transactions, or parts of these transactions, may fail to be completed due to factors such as: failure to obtain regulatory or other approvals; disputes or litigation; or difficulties obtaining financing for the transaction.

If we fail to complete a transaction, we may nonetheless have incurred significant expenses in connection with such transaction. Failure to complete a pending transaction may result in negative publicity and a negative perception of us in the investment community.

For all these reasons, our pursuit of an acquisition, investment, divestiture, merger or joint venture could cause our actual results to differ materially from those anticipated.

Recent or potential future acquisitions involve a number of risks, including, among others, those associated with our use of a significant portion of our cash and other financial risks and integration risks.

We used a significant portion of our cash and incurred substantial indebtedness in connection with the financing of our acquisition of Cavium, which was completed in fiscal year 2019. In fiscal year 2020, we used cash and indebtedness to finance our acquisition of Aquantia and indebtedness to finance our acquisition of Avera. As of December 11, 2019, we repaid the entire amount of the indebtedness related to the Aquantia and Avera acquisitions. In addition, Marvell and HoldCo intend to fund the cash portion of the Merger consideration and other fees and expenses required to be paid in connection with the Mergers with new debt. Our use of cash to fund our current and future acquisitions has reduced our liquidity and may (i) limit our flexibility in responding to other business opportunities and (ii) increase our vulnerability to adverse economic and industry conditions. Furthermore, the Merger financing agreements contain negative covenants, limitations on indebtedness, liens, sale and leaseback transactions and mergers and other fundamental changes. Marvell’s ability to comply with these negative covenants can be affected by events beyond our control. Our indebtedness and these negative covenants will also have the effect, among other things, of limiting our ability to obtain additional financing, if needed, limiting our flexibility in the conduct of our business and making us more vulnerable to economic downturns and adverse competitive and industry conditions. In addition, a breach of the negative covenants could result in an event of default with respect to the indebtedness, which, if not cured or waived, could result in the indebtedness becoming immediately due and payable and could have a material adverse effect on our business, financial condition or operating results.

WE OPERATE GLOBALLY AND ARE SUBJECT TO SIGNIFICANT RISKS IN MANY JURISDICTIONS

Adverse changes in the political and economic policies of the U.S. government in connection with trade with China and Chinese customers have reduced the demand for our products and damaged our business.

Regulatory activity, such as enforcement of U.S. export control and sanctions laws, and the imposition of tariffs and export regulations, have in the past and may continue to materially limit our ability to make sales to our significant customers in China, which has in the past and may continue to harm our results of operations, reputation and financial condition. For example, the recent U.S. government export restrictions on a number of Chinese customers, such as Huawei Technologies Co. Ltd., and others have dampened demand for our products, adding to the already challenging macroeconomic environment. An increasing number of Marvell products require licenses for export to Huawei and other companies on the Entity List; there can be no assurances that such licenses will be approved by the U.S. Government. Moreover, concerns that U.S. companies may not be reliable suppliers as a result of these and other actions has caused, and may in the future cause, some of our customers in China to amass large inventories of our products well in advance of need or caused some of our customers to replace our products in favor of products from other suppliers. As a result, the Chinese government has adopted a new law with respect to unreliable suppliers. Being designated as an unreliable supplier would have an adverse impact on our business and operations. In addition, there may be indirect impacts to our business that we cannot easily quantify such as the fact that some of our other customers' products which use our solutions, such as hard disk drives, may also be impacted by export restrictions. Customers in China may also choose to develop indigenous solutions, as replacements for products that are subject to U.S. export controls. Several important new restrictions became effective in December 2020 and January 2021, which may further impact our business. If export restrictions related to Chinese customers are sustained for a long period of time, or if other export restrictions were to be imposed, including restrictions on trade with other countries, it will have an adverse impact on our revenues and results of operations.

We typically sell products to customers in China pursuant to purchase orders rather than long term purchase commitments. Customers in China can generally cancel or defer purchase orders on short notice without incurring a penalty and, therefore, they may be more likely to do so while the tariffs and trade restrictions are in effect. See also, risk Factor entitled "*We are subject to order and shipment uncertainties. If we are unable to accurately predict customer demand, we may hold excess or obsolete inventory, which would reduce our gross margin. Conversely, we may have insufficient inventory, which would result in lost revenue opportunities and potential loss of market share as well as damaged customer relationships*." In addition, customers in China that may be subject to trade restrictions or tariffs, may develop their own products or solutions instead of purchasing from us or they may acquire products or solutions from our competitors or other third-party sources that are not subject to the U.S. tariffs and trade restrictions.

Changes to U.S. or foreign tax, trade policy, tariff and import/export regulations may have a material adverse effect on our business, financial condition and results of operations.

Changes in U.S. or foreign international tax, social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories or countries where we currently sell our products or conduct our business have in the past and could in the future adversely affect our business. The prior U.S. presidential administration instituted or proposed changes in trade policies that included the negotiation or termination of trade agreements, the imposition of higher tariffs on imports into the U.S., economic sanctions on individuals, corporations or countries, and other government regulations affecting trade between the U.S. and other countries where we conduct our business. Any new tariffs and other changes in U.S. trade policy could trigger retaliatory actions by affected countries, and certain foreign governments have instituted or are considering imposing trade sanctions on certain U.S. goods. The prior U.S. presidential administration also focused on policy reforms that discouraged corporations from outsourcing manufacturing and production activities to foreign jurisdictions, including through tariffs or penalties on goods manufactured outside the U.S., which required us to change the way we conduct business. The new U.S. presidential administration's policies are not fully understood but seem likely to include some changes to the status quo, which may cause damage to our business. Political changes and trends such as populism, protectionism, economic nationalism and sentiment toward multinational companies and resulting changes to trade, tax or other laws and policies may be disruptive to our businesses. These changes in U.S. and foreign laws and policies have the potential to adversely impact the U.S. economy or certain sectors thereof, our industry and the global demand for our products, and as a result, could have a material adverse effect on our business, financial condition and results of operations. See also, "*Adverse changes in the political and economic policies of the U.S. government in connection with trade with China have reduced the demand for our products and damaged our business" and "Changes in existing taxation benefits, rules or practices may adversely affect our financial results*."

We face additional risks due to the extent of our global operations since a majority of our products, and those of our customers, are manufactured and sold outside of the United States. The occurrence of any or a combination of the additional risks described below would significantly and negatively impact our business and results of operations.

A substantial portion of our business is conducted outside of the United States and, as a result, we are subject to foreign business, political and economic risks. Most of our products are manufactured outside of the United States. Our current qualified integrated circuit foundries are located in the same region within Taiwan. In addition, our primary assembly and test subcontractors are located in the Pacific Rim region. As a result, disruptions affecting the operations of our suppliers in Taiwan, whether political, military or natural disasters will adversely impact our business. In addition, many of our customers are located outside of the United States, primarily in Asia, which further exposes us to foreign risks. Sales shipped to customers with operations in Asia represented approximately 80% and 82% of our net revenue in fiscal 2021 and fiscal 2020, respectively.

We also have substantial operations outside of the United States. These operations are directly influenced by the political and economic conditions of the region in which they are located and, with respect to Israel, possible military hostilities periodically affecting the region that could affect our operations there. We anticipate that our manufacturing, assembly, testing and sales outside of the United States will continue to account for a substantial portion of our operations and revenue in future periods.

Accordingly, we are subject to risks associated with international operations, including:

- the rise or spread of global pandemics or actual or threatened public health emergencies such as the COVID-19 pandemic on our operations, employees, customers and suppliers;
- political, social and economic instability, including wars, terrorism, political unrest, boycotts, curtailment of trade and other business restrictions;
- volatile global economic conditions, including downturns in which some competitors may become more aggressive in their pricing practices, which would adversely impact our gross margin;

- compliance with domestic and foreign export and import regulations, including pending changes thereto, and difficulties in obtaining and complying with domestic and foreign export, import and other governmental approvals, permits and licenses;
- local laws and practices that favor local companies, including business practices in which we are prohibited from engaging by the Foreign Corrupt Practices Act and other anti-corruption laws and regulations;
- difficulties in staffing and managing foreign operations;
- natural disasters, including earthquakes, fires, tsunamis and floods;
- trade restrictions, higher tariffs, worsening trade relationship between the United States and China, or changes in cross border taxation, particularly in light of the tariffs imposed by the prior U.S. presidential administration;
- transportation delays;
- difficulties of managing distributors;
- less effective protection of intellectual property than is afforded to us in the United States or other developed countries;
- inadequate local infrastructure; and
- exposure to local banking, currency control and other financial-related risks.

As a result of having global operations, the sudden disruption of the supply chain and/or disruption of the manufacture of our customer's products caused by events outside of our control could impact our results of operations by impairing our ability to timely and efficiently deliver our products.

Moreover, the international nature of our business subjects us to risk associated with the fluctuation of the U.S. dollar versus foreign currencies. Decreases in the value of the U.S. dollar versus currencies in jurisdictions where we have large fixed costs, or where our third-party manufacturers have significant costs, will increase the cost of such operations which could harm our results of operations.

WE ARE VULNERABLE TO PRODUCT DEVELOPMENT AND MANUFACTURING-RELATED RISKS

We rely on independent foundries and subcontractors for the manufacture, assembly and testing of our integrated circuit products, and the failure of any of these third-party vendors to deliver products or otherwise perform as requested or to be able to fulfill our orders could damage our relationships with our customers, decrease our sales and limit our ability to grow our business.

We do not have our own manufacturing or assembly facilities and have very limited in-house testing facilities. Therefore, we currently rely on several third-party foundries to produce our integrated circuit products. We also currently rely on several third-party assembly and test subcontractors to assemble, package and test our products. This exposes us to a variety of risks, including the following:

Regional Concentration

Substantially all of our products are manufactured by third-party foundries located in Taiwan, and other sources are located in China, Germany, South Korea, Singapore and the United States. In addition, substantially all of our third-party assembly and testing facilities are located in China, Malaysia, Singapore and Taiwan. Because of the geographic concentration of these third-party foundries, as well as our assembly and test subcontractors, we are exposed to the risk that their operations may be disrupted by regional disasters including, for example, earthquakes (particularly in Taiwan and elsewhere in the Pacific Rim close to fault lines), tsunamis or typhoons, or by pandemics or other actual or threatened public health emergencies such as the COVID-19 pandemic, or by political, social or economic instability. In the case of such an event, our revenue, cost of goods sold and results of operations would be negatively impacted. In addition, there are limited numbers of alternative foundries and identifying and implementing alternative manufacturing facilities would be time consuming. As a result, if we needed to implement alternate manufacturing facilities, we could experience significant expenses and delays in product shipments, which could harm our results of operations.

No Guarantee of Capacity or Supply

The ability of each foundry to provide us with semiconductor devices is limited by its available capacity and existing obligations. When demand is strong, availability of foundry capacity may be constrained or not available, and with limited exceptions, our vendors are not obligated to perform services or supply products to us for any specific period, in any specific quantities, or at any specific price, except as may be provided in a particular purchase order. We place our orders on the basis of our customers' purchase orders or our forecast of customer demand, and the foundries can allocate capacity to the production of other companies' products and reduce deliveries to us on short notice. It is possible that foundry customers that are larger and better financed than we are or that have long-term agreements with our main foundries may induce our foundries to reallocate capacity to those customers. Our foundries and outsourced assembly and test suppliers may reallocate capacity to their customers offering them a better margin or rate of return than provided by the Company. This reallocation could impair our ability to secure the supply of components that we need. In particular, as we and others in our industry transition to smaller geometries, our manufacturing partners may be supply constrained or may charge premiums for these advanced technologies, which may harm our business or results of operations. See also, "*We may experience difficulties in transitioning to smaller geometry process technologies or in achieving higher levels of design integration, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.*" Moreover, if any of our third-party foundry suppliers, outsourced assembly and test suppliers, or other suppliers are unable to secure the necessary raw materials from their suppliers, lose benefits under material agreements, experience power outages, lack sufficient capacity to manufacture our products, encounter financial difficulties or suffer any other disruption or reduction in efficiency, we may encounter supply delays or disruptions, which could harm our business or results of operations.

For example, in response to growth in demand from customers for our products, our operations team is continuing to ramp production with our global supply chain partners. However, we have in the past, and may in the future, experience a number of industry-wide supply constraints affecting the type of high complexity products we provide for data infrastructure. These supply challenges have in the past, and may in the future, limit our ability to fully satisfy the increase in demand for some of our networking products.

While we attempt to create multiple sources for our products, most of our products are not manufactured at more than one foundry at any given time, and our products typically are designed to be manufactured in a specific process at only one of these foundries. Accordingly, if one of our foundries is unable to provide us with components as needed, it would be difficult for us to transition the manufacture of our products to other foundries, and we could experience significant delays in securing sufficient supplies of those components. This could result in a material decline in our revenue, net income and cash flow.

In order to secure sufficient foundry capacity when demand is high and to mitigate the risks described in the foregoing paragraph, we may enter into various arrangements with our foundries, outsourced assembly and test suppliers, or other suppliers that could be costly and harm our results of operations, such as nonrefundable deposits with or loans to such parties in exchange for capacity commitments, or contracts that commit us to purchase specified quantities of integrated circuits over extended periods. We may not be able to make any such arrangement in a timely fashion or at all, and any arrangements may be costly, reduce our financial flexibility, and not be on terms favorable to us. Moreover, if we are able to secure foundry capacity, we may be obligated to use all of that capacity or incur penalties. These penalties may be expensive and could harm our financial results.

Recent supply shortages in the semiconductor industry of multi-layer complex substrates, IC packaging capacity and fab constraints have resulted in increased lead times, inability to meet demand, and increased costs during 2020, and these supply constraints are currently expected to continue throughout 2021.

Uncertain Yields and Quality

The fabrication of integrated circuits is a complex and technically demanding process. Our technology is transitioning from planar to FINFET transistors. This transition may result in longer qualification cycles and lower yields. Our foundries have from time to time experienced manufacturing defects and lower manufacturing yields, which are difficult to detect at an early stage of the manufacturing process and may be time consuming and expensive to correct. Changes in manufacturing processes or the inadvertent use of defective or contaminated materials by our foundries could result in lower than anticipated manufacturing yields or unacceptable performance. In addition, we may face lower manufacturing yields and reduced quality in the process of ramping up and diversifying our manufacturing partners. Poor yields from our foundries, or defects, integration issues or other performance problems with our products could cause us significant customer relations and business reputation problems, harm our financial performance and result in financial or other damages to our customers. Our customers could also seek damages in connection with product liability claims, which would likely be time consuming and costly to defend. In addition, defects could result in significant costs. See also, "*Costs related to defective products could have a material adverse effect on us.*"

To the extent that we rely on outside suppliers to manufacture or assemble and test our products, we may have a reduced ability to directly control product delivery schedules and quality assurance, which could result in product shortages or quality assurance problems that could delay shipments or increase costs.

Commodity Prices

We are also subject to risk from fluctuating market prices of certain commodity raw materials, including gold and copper, which are incorporated into our end products or used by our suppliers to manufacture our end products. Supplies for such commodities may from time to time become restricted, or general market factors and conditions may affect pricing of such commodities.

We may experience increased actual and opportunity costs as a result of our transition to smaller geometry process technologies.

In order to remain competitive, we have transitioned, and expect to continue to transition, our semiconductor products to increasingly smaller line width geometries. We periodically evaluate the benefits, on a product-by-product basis, of migrating to smaller geometry process technologies. We also evaluate the costs of migrating to smaller geometry process technologies including both actual costs such as increased mask costs and wafer costs and increased costs related to EDA tools and the opportunity costs related to the technologies we choose to forego. These transitions are imperative for us to be competitive with the rest of the industry and to target some of our product development in high growth areas to these advanced nodes, which has resulted in significant initial design and development costs.

We have been, and may continue to be, dependent on our relationships with our foundry subcontractors to transition to smaller geometry processes successfully. We cannot ensure that the foundries we use will be able to effectively manage any future transitions. If we or any of our foundry subcontractors experience significant delays in a future transition or fail to efficiently implement a transition, we could experience reduced manufacturing yields, delays in product deliveries and increased expenses, all of which could harm our relationships with our customers and our results of operations.

As smaller geometry processes become more prevalent, we expect to continue to integrate greater levels of functionality, as well as customer and third-party intellectual property, into our products. However, we may not be able to achieve higher levels of design integration or deliver new integrated products on a timely basis, if at all. Moreover, even if we are able to achieve higher levels of design integration, such integration may have a short-term adverse impact on our results of operations, as we may reduce our revenue by integrating the functionality of multiple chips into a single chip.

We rely on our customers to design our products into their systems, and the nature of the design process requires us to incur expenses prior to customer commitments to use our products or recognizing revenues associated with those expenses which may adversely affect our financial results.

One of our primary focuses is on winning competitive bid selection processes, known as “design wins,” to develop products for use in our customers’ products. We devote significant time and resources in working with our customers’ system designers to understand their future needs and to provide products that we believe will meet those needs and these bid selection processes can be lengthy. If a customer’s system designer initially chooses a competitor’s product, it becomes significantly more difficult for us to sell our products for use in that system because changing suppliers can involve significant cost, time, effort and risk for our customers. Thus, our failure to win a competitive bid can result in our foregoing revenues from a given customer’s product line for the life of that product. In addition, design opportunities may be infrequent or may be delayed. Our ability to compete in the future will depend, in large part, on our ability to design products to ensure compliance with our customers’ and potential customers’ specifications. We expect to invest significant time and resources and to incur significant expenses to design our products to ensure compliance with relevant specifications.

We often incur significant expenditures in the development of a new product without any assurance that our customers’ system designers will select our product for use in their applications. We often are required to anticipate which product designs will generate demand in advance of our customers expressly indicating a need for that particular design. Even if our customers’ system designers select our products, a substantial period of time will elapse before we generate revenues related to the significant expenses we have incurred.

The reasons for this delay generally include the following elements of our product sales and development cycle timeline and related influences:

- our customers usually require a comprehensive technical evaluation of our products before they incorporate them into their designs,
- it can take from six months to three years from the time our products are selected to commence commercial shipments; and
- our customers may experience changed market conditions or product development issues. The resources devoted to product development and sales and marketing may not generate material revenue for us, and from time to time, we may need to write off excess and obsolete inventory if we have produced product in anticipation of expected demand. We may spend resources on the development of products that our customers may not adopt. If we incur significant expenses and investments in inventory in the future that we are not able to recover, and we are not able to compensate for those expenses, our operating results could be adversely affected. In addition, if we sell our products at reduced prices in anticipation of cost reductions but still hold higher cost products in inventory, our operating results would be harmed.

Additionally, even if system designers use our products in their systems, we cannot assure you that these systems will be commercially successful or that we will receive significant revenue from the sales of our products for those systems. As a result, we may be unable to accurately forecast the volume and timing of our orders and revenues associated with any new product introductions.

Additionally, failure of our customers to agree to pay for NRE (non-recurring engineering) costs or failure to pay enough to cover the costs we incur in connection with NREs may harm our financial results. See also, "*Research and Development"* under Results of Operations.

If we are unable to develop and introduce new and enhanced products that achieve market acceptance in a timely and cost-effective manner, our results of operations and competitive position will be harmed.

Our future success will depend on our ability to develop and introduce new products and enhancements to our existing products that address customer requirements, in a timely and cost-effective manner and are competitive as to a variety of factors. For example, for our products addressing the 5G market, we must successfully identify customer requirements and design, develop and produce products on time that compete effectively as to price, functionality and performance. We sell products in markets that are characterized by rapid technological change, evolving industry standards, frequent new product introductions, and increasing demand for higher levels of integration and smaller process geometries. In addition, the development of new silicon devices is highly complex and, due to supply chain cross-dependencies and other issues, we may experience delays in completing the development, production and introduction of our new products. See also, “*We may be unable to protect our intellectual property, which would negatively affect our ability to compete.*”

Our ability to adapt to changes and to anticipate future standards, and the rate of adoption and acceptance of those standards, will be a significant factor in maintaining or improving our competitive position and prospects for growth. We may also have to incur substantial unanticipated costs to comply with these new standards. Our success will also depend on the ability of our customers to develop new products and enhance existing products for the markets they serve and to introduce and promote those products successfully and in a timely manner. Even if we and our customers introduce new and enhanced products to the market, those products may not achieve market acceptance.

Costs related to defective products could have a material adverse effect on us.

From time to time, we have experienced hardware and software defects and bugs associated with the introduction of our highly complex products. Despite our testing procedures, we cannot ensure that errors will not be found in new products or releases after commencement of commercial shipments in the future. Such errors could result in:

- loss of or delay in market acceptance of our products;
- material recall and replacement costs;
- delay in revenue recognition or loss of revenue;
- writing down the inventory of defective products;
- the diversion of the attention of our engineering personnel from product development efforts;
- our having to defend against litigation related to defective products or related property damage or personal injury; and
- damage to our reputation in the industry that could adversely affect our relationships with our customers.

In addition, the process of identifying a recalled product in devices that have been widely distributed may be lengthy and require significant resources. We may have difficulty identifying the end customers of the defective products in the field, which may cause us to incur significant replacement costs, contract damage claims from our customers and further reputational harm. Any of these problems could materially and adversely affect our results of operations.

Despite our best efforts, security vulnerabilities may exist with respect to our products. Mitigation techniques designed to address such security vulnerabilities, including software and firmware updates or other preventative measures, may not operate as intended or effectively resolve such vulnerabilities. Software and firmware updates and/or other mitigation efforts may result in performance issues, system instability, data loss or corruption, unpredictable system behavior, or the theft of data by third parties, any of which could significantly harm our business and reputation.

We rely on third-party distributors and manufacturers’ representatives and the failure of these distributors and manufacturers’ representatives to perform as expected could reduce our future sales.

From time to time, we enter into relationships with distributors and manufacturers’ representatives to sell our products, and we are unable to predict the extent to which these partners will be successful in marketing and selling our products. Moreover, many of our distributors and manufacturers’ representatives also market and sell competing products, and may terminate their relationships with us at any time. Our future performance will also depend, in part, on our ability to attract additional distributors or manufacturers’ representatives that will be able to market and support our products effectively, especially in markets in which we have not previously distributed our products. If we cannot retain or attract quality distributors or manufacturers’ representatives, our sales and results of operations will be harmed.

CHANGES IN PRODUCT DEMAND CAN ADVERSELY AFFECT OUR FINANCIAL RESULTS

Unfavorable or uncertain conditions in the 5G infrastructure market may cause fluctuations in our rate of revenue growth or financial results.

Markets for 5G infrastructure may not develop in the manner or in the time periods we anticipate. If domestic and global economic conditions worsen, particularly in light of the impacts of the COVID-19 pandemic and potential global recession resulting therefrom, overall spending on 5G infrastructure may be reduced, which would adversely impact demand for our products in these markets. In addition, unfavorable developments with evolving laws and regulations worldwide related to 5G or 5G suppliers may limit global adoption, impede our strategy, and negatively impact our long-term expectations in this area. Even if the 5G infrastructure market develops in the manner or in the time periods we anticipate, if we do not have timely, competitively priced, market-accepted products available to meet our customers' planned roll-out of 5G wireless communication systems, we may miss a significant opportunity and our business, financial condition, results of operations and cash flows could be materially and adversely affected. See also, "*Our sales are concentrated in a few large customers. If we lose or experience a significant reduction in sales to any of these key customers, if any of these key customers experience a significant decline in market share, or if any of these customers experience significant financial difficulties, our revenue may decrease substantially and our results of operations and financial condition may be harmed.*" for additional risks related to export restrictions that may impact a customer in the 5G infrastructure market.

Our sales are concentrated in a few large customers. If we lose or experience a significant reduction in sales to any of these key customers, if any of these key customers experience a significant decline in market share, or if any of these customers experience significant financial difficulties, our revenue may decrease substantially and our results of operations and financial condition may be harmed.

We receive a significant amount of our revenue from a limited number of customers. For example, during fiscal 2021, there was one distributor, whose revenue as a percentage of our net revenue was 10% or greater of total net revenues. In addition, net revenue from our two largest customers, including this distributor, represented 22% of our net revenue for the year ended January 30, 2021. Sales to our largest customers have fluctuated significantly from period to period and year to year and will likely continue to fluctuate in the future, primarily due to the timing and number of design wins with each customer, the continued diversification of our customer base as we expand into new markets, and natural disasters or other issues that may divert a customer's operations. The loss of any of our large customers or a significant reduction in sales we make to them would likely harm our financial condition and results of operations. To the extent one or more of our large customers experience significant financial difficulty, bankruptcy or insolvency, this could have a material adverse effect on our sales and our ability to collect on receivables, which could harm our financial condition and results of operations.

If we are unable to increase the number of large customers in key markets, then our operating results in the foreseeable future will continue to depend on sales to a relatively small number of customers, as well as the ability of these customers to sell products that incorporate our products. In the future, these customers may decide not to purchase our products at all, purchase fewer products than they did in the past, or alter their purchasing patterns in some other way, particularly because:

- a significant portion of our sales are made on a purchase order basis, which allows our customers to cancel, change or delay product purchase commitments with relatively short notice to us;
- customers may purchase similar products from our competitors;
- customers may discontinue sales or lose market share in the markets for which they purchase our products;
- customers, particularly in jurisdictions such as China that may be subject to trade restrictions or tariffs, may develop their own solutions or acquire fully developed solutions from third-parties;
- customers may be subject to severe business disruptions, including, but not limited to, those driven by financial instability, actual or threatened pandemics, such as the COVID-19 pandemic, or public health emergencies or other global or regional macroeconomic developments; or
- customers may consolidate (for example, Western Digital acquired SanDisk in 2017, and Toshiba Corporation sold control of a portion of its semiconductor business in 2018), which could lead to changing demand for our products, replacement of our products by the merged entity with those of our competitors and cancellation of orders.

We are subject to order and shipment uncertainties. If we are unable to accurately predict customer demand, we may hold excess or obsolete inventory, which would reduce our gross margin. Conversely, we may have insufficient inventory or be unable to obtain the supplies or contract manufacturing capacity to meet that demand which would result in lost revenue opportunities and potential loss of market share as well as damaged customer relationships.

We typically sell products pursuant to purchase orders rather than long-term purchase commitments. Customers can generally cancel or defer purchase orders on short notice without incurring a significant penalty. Due to their inability to predict demand or other reasons, some of our customers may accumulate excess inventories and, as a consequence, defer purchase of our products. We cannot accurately predict what or how many products our customers will need in the future. Anticipating demand is difficult because our customers face unpredictable demand for their own products and are increasingly focused more on cash preservation and tighter inventory management. In addition, as an increasing number of our chips are being incorporated into consumer products, we anticipate greater fluctuations in demand for our products, which makes it more difficult to forecast customer demand.

We place orders with our suppliers based on forecasts of customer demand and, in some instances, may establish buffer inventories to accommodate anticipated demand. Our forecasts are based on multiple assumptions, each of which may introduce error into our estimates. For example, our ability to accurately forecast customer demand may be impaired by the delays inherent in our customer’s product development processes, which may include extensive qualification and testing of components included in their products, including ours. In many cases, they design their products to use components from multiple suppliers. This creates the risk that our customers may decide to cancel or change product plans for products incorporating our integrated circuits prior to completion, which makes it even more difficult to forecast customer demand.

Our products are incorporated into complex devices and systems, which creates supply chain cross-dependencies. Due to cross dependencies, any supply chain disruptions could negatively impact the demand for our products in the short term. We have a limited ability to predict the timing of a supply chain correction. In addition, the market share of our customers could be adversely impacted on a long-term basis due to any continued supply chain disruption, which could negatively affect our results of operations. See also, "*We rely on independent foundries and subcontractors for the manufacture, assembly and testing of our integrated circuit products, and the failure of any of these third-party vendors to deliver products or otherwise perform as requested could damage our relationships with our customers, decrease our sales and limit our ability to grow our business"* for additional information on the impacts of supply chain cross-dependencies on our business.

If we overestimate customer demand, our excess or obsolete inventory may increase significantly, which would reduce our gross margin and adversely affect our financial results. The risk of obsolescence and/or excess inventory is heightened for devices designed for consumer electronics due to the rapidly changing market for these types of products. Conversely, if we underestimate customer demand or if insufficient manufacturing capacity is available, we would miss revenue opportunities and potentially lose market share and damage our customer relationships. In addition, any future significant cancellations or deferrals of product orders or the return of previously sold products could materially and adversely affect our profit margins, increase product obsolescence and restrict our ability to fund our operations.

We operate in intensely competitive markets. Our failure to compete effectively would harm our results of operations.

The semiconductor industry, and specifically the storage, networking and infrastructure markets, is extremely competitive. We currently compete with a number of large domestic and international companies in the business of designing integrated circuits and related applications, some of which have greater financial, technical and management resources than us. Our efforts to introduce new products into markets with entrenched competitors will expose us to additional competitive pressures. For example, we are facing, and expect we will continue to face, significant competition in the infrastructure, networking and SSD storage markets. Additionally, customer expectations and requirements have been evolving rapidly. For example, customers now expect us to provide turnkey solutions and commit to future roadmaps that have technical risks.

Some of our competitors may be better situated to meet changing customer needs and secure design wins. Increasing competition in the markets in which we operate may negatively impact our revenue and gross margins. For example, competitors with greater financial resources may be able to offer lower prices than us, or they may offer additional products, services or other incentives that we may not be able to match.

We also may experience discriminatory or anti-competitive practices by our competitors that could impede our growth, cause us to incur additional expense or otherwise negatively affect our business. In addition, some of these competitors may use their market power to dissuade our customers from purchasing from us. For example, certain U.S. and E.U. regulators are currently investigating whether a competitor may have abused its dominant market position to harm competition by forcing customers to deal with it exclusively, bundling its various semiconductors with other products, or by distorting the market by using illegal rebates.

In addition, many of our competitors operate and maintain their own fabrication facilities and have longer operating histories, greater name recognition, larger customer bases, and greater sales, marketing and distribution resources than we do.

In addition, the semiconductor industry has experienced increased consolidation over the past several years. For example, Microchip Technology acquired Microsemi in May 2018 and ON Semiconductor purchased Quantenna Communications, Inc. in June 2019, NVIDIA Corporation acquired Mellanox Technologies on April 27, 2020 and Infineon acquired Cypress Semiconductors on April 16, 2020. In July 2020, Analog Devices Inc. announced its intent to merge with Maxim Integrated Products Inc. In September 2020, NVIDIA announced its intent to acquire Arm Limited. We license technology from Arm Limited and would be adversely impacted if the pricing for, or availability of, the relevant technology is changed in an adverse manner as a result of this transaction. In October 2020, AMD announced its intent to acquire Xilinx, Inc. Consolidation among our competitors has led, and in the future could lead, to a changing competitive landscape, capabilities and market share, which could put us at a competitive disadvantage and harm our results of operations.

A significant portion of our revenue comes from the storage industry, which experiences rapid technological change, is subject to industry consolidation, is facing increased competition from alternative technologies and is highly cyclical.

We depend on a few customers for our SSD controllers and as such, the loss of any SSD controller customer or a significant reduction in sales we make to them may harm our financial condition and results of operations. SSD customers have, and may in the future develop their own controllers, which could pose a challenge to our market share in the SSD space and adversely affect our revenues in the storage business.

Furthermore, future changes in the nature of information storage products and personal computing devices could reduce demand for traditional HDDs. For example, products using alternative technologies, such as SSD and other storage technologies are a source of competition to manufacturers of HDDs. Although we offer SSD controllers, leveraging our technology in hard drives, we cannot ensure that our overall business will not be adversely affected if demand for traditional HDDs decreases.

Manufacturers tend to order more components than they may need during growth periods, and sharply reduce orders for components during periods of contraction. Rapid technological changes in the industry often result in shifts in market share among the industry’s participants. If the HDD and SSD manufacturers using our products do not retain or increase their market share, our sales may decrease.

In addition, the storage industry has experienced significant consolidation. Consolidation among our customers will lead to changing demand for our products, replacement of our products by the merged entity with those of our competitors and cancellation of orders, each of which could harm our results of operations. If we are unable to leverage our technology and customer relationships, we may not capitalize on the increased opportunities for our products within the combined company.

This industry has historically been cyclical, with periods of increased demand and rapid growth followed by periods of oversupply and subsequent contraction. These cycles may affect us because some of our largest customers participate in this industry.

As a result, the average selling price of each of our products usually declines as individual products mature and competitors enter the market.

Our gross margin and results of operations may be adversely affected in the future by a number of factors, including decreases in average selling prices of products over time and shifts in our product mix as well as the price increase of certain components and testing and assembly.

The products we develop and sell are primarily used for high-volume applications. As a result, the prices of those products have historically decreased rapidly. In addition, our more recently introduced products tend to have higher associated costs because of initial overall development and production expenses. Therefore, over time, we may not be able to maintain or improve our gross margins. Our financial results could suffer if we are unable to offset any reductions in our average selling prices by other cost reductions through efficiencies, introduction of higher margin products and other means.

To attract new customers or retain existing customers, we may offer certain price concessions to certain customers, which could cause our average selling prices and gross margins to decline. In the past, we have reduced the average selling prices of our products in anticipation of future competitive pricing pressures, new product introductions by us or by our competitors and other factors. We expect that we will continue to have to reduce prices of existing products in the future. Moreover, because of the wide price differences across the markets we serve, the mix and types of performance capabilities of our products sold may affect the average selling prices of our products and have a substantial impact on our revenue and gross margin. We may enter new markets in which a significant amount of competition exists, and this may require us to sell our products with lower gross margins than we earn in our established businesses. If we are successful in growing revenue in these markets, our overall gross margin may decline. Fluctuations in the mix and types of our products may also affect the extent to which we are able to recover the fixed costs and investments associated with a particular product, and as a result may harm our financial results.

Additionally, because we do not operate our own manufacturing, assembly or testing facilities, we may not be able to reduce our costs as rapidly as companies that operate their own facilities and our costs may even increase, which could also reduce our gross margins. Our gross margin could also be impacted by increased cost (including those caused by tariffs), loss of cost savings or dilution of savings due to changes in charges incurred due to inventory holding periods if parts ordering does not correctly anticipate product demand or if the financial health of either contract manufacturers or suppliers deteriorates as well as excess inventory and inventory holding and obsolescence charges. In addition, we are subject to risks from fluctuating market prices of certain components, which are incorporated into our products or used by our suppliers to manufacture our products. Supplies of these components may from time to time become restricted, or general market factors and conditions may affect pricing of such commodities. For example, recent supply shortages in the semiconductor industry of multi-layer complex substrates, IC packaging capacity and fab constraints have resulted in increased lead times, inability to meet demand, and increased costs. Any increase in the price of components used in our products will adversely affect our gross margins.

Entry into new markets, such as markets with different business models, as a result of our acquisitions may reduce our gross margin and operating margin. For example, the Avera business uses an ASIC model to offer end-to-end solutions for IP, design team, Fab & packaging to deliver a tested, yielded product to customers. This business model tends to have a lower gross margin. In addition, the costs related to this type of business model typically include significant NRE (non-recurring engineering) costs that customers pay based on the completion of milestones. Our operating margin may decline if our customers do not agree to pay for NREs or if they do not pay enough to cover the costs we incur in connection with NREs. In addition, our operating margin may decline if we are unable to sell products in sufficient volumes to cover the development costs that we have incurred.

CHANGES IN OUR EFFECTIVE TAX RATE MAY REDUCE OUR NET INCOME

Changes in existing taxation benefits, rules or practices may adversely affect our financial results.

Changes in existing taxation benefits, rules or practices may also have a significant effect on our reported results. Both the U.S. Congress and the G-20 (Group of Twenty Finance Ministers and Central Bank Governors) may consider legislation affecting the taxation of foreign corporations and such legislation if enacted might adversely affect our future tax liabilities and have a material impact on our results of operations.

In addition, in prior years, we have entered into incentive agreements in certain foreign jurisdictions that if certain criteria are met, the foreign jurisdiction will provide a more favorable tax rate than their current statutory rate. For example, we have obtained an undertaking from the Minister of Finance of Bermuda that in the event Bermuda enacts legislation imposing tax computed on profits, income, or capital asset, gain or appreciation, then the imposition of any such taxes will not apply to us until March 31, 2035. Additionally, our Singapore subsidiary qualifies for the Development and Expansion Incentive until June 2024. Furthermore, under the Israeli Encouragement law of “approved or benefited enterprise,” our subsidiary in Israel, Marvell Israel (M.I.S.L) Ltd., is entitled to, and has certain existing programs that qualify as, approved and benefited tax programs that include reduced tax rates and exemption of certain income through fiscal 2027. Moreover, receipt of past and future benefits under tax agreements may depend on our ability to fulfill commitments regarding employment of personnel or performance of specified activities in the applicable jurisdiction. Changes in our business plans, including divestitures, could result in termination of an agreement or loss of benefits thereunder. If any of our tax agreements in any of these foreign jurisdictions were terminated, our results of operations would be harmed.

The Organization for Economic Cooperation and Development has been working on a Base Erosion and Profit Sharing Project, and issued in 2015, and is expected to continue to issue, guidelines and proposals that may change various aspects of the existing framework under which our tax obligations are determined in some of the countries in which we do business. We can provide no assurance that changes in tax laws and additional investigations as a result of this project would not have an adverse tax impact on our international operations. In addition, the European Union (“EU”) has initiated its own measures along similar lines. In December 2017, the EU identified certain jurisdictions (including Bermuda and Cayman Islands) which it considered had a tax system that facilitated offshore structuring by attracting profits without commensurate economic activity. In order to avoid EU “blacklisting”, both Bermuda and Cayman Islands introduced new legislation in December 2018, which came into force on January 1, 2019. These new laws require Bermuda and Cayman companies carrying on one or more “relevant activity” (including: banking, insurance, fund management, financing, leasing, headquarters, shipping, distribution and service center, intellectual property or holding company) to maintain a substantial economic presence in Bermuda in order to comply with the economic substance requirements. It is still not clear how the Bermuda and Cayman Islands authorities will interpret and enforce these new rules. To the extent that we are required to maintain more of a presence in Bermuda or the Cayman Islands, such requirements will increase our costs either directly in those locations or indirectly as a result of increased costs related to moving our operations to other jurisdictions.

In addition, in a prior period, the Company transferred certain intellectual property to a related entity in Singapore. The impact to the Company was determined based on our determination of the fair value of this property, which required management to make significant estimates and to apply complex tax regulations in multiple jurisdictions. In a future period, local tax authorities may challenge the fair value determinations made by the Company, which could adversely impact our expected tax benefits from this transaction.

On October 29, 2020, the Company entered into a definitive agreement (the “Merger Agreement”) with Inphi Corporation (“Inphi”), Marvell Technology, Inc. (f/k/a Maui HoldCo, Inc.), a Delaware corporation and a wholly owned subsidiary of Marvell (“HoldCo”), Maui Acquisition Company Ltd., a Bermuda exempted company and a wholly owned subsidiary of HoldCo (“Bermuda Merger Sub”), and Indigo Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of HoldCo (“Delaware Merger Sub”), pursuant to which, subject to the terms and conditions of the Merger Agreement, the Company will acquire Inphi with cash and stock consideration. Pursuant to the Merger Agreement: (i) Bermuda Merger Sub will be merged with and into Marvell (the “Bermuda Merger”), with Marvell continuing as a wholly owned subsidiary of HoldCo; and (ii) Delaware Merger Sub will be merged with and into Inphi (the “Delaware Merger” and, together with the Bermuda Merger, the “Mergers”), with Inphi continuing as a wholly owned subsidiary of HoldCo. As a result of this transaction, upon closing, the parent company will be domiciled in the US and not Bermuda. As a result, the combined group will be subject to taxation in the US, which currently has a federal tax rate of 21%, and that federal income tax rate could be increased in the future by the current Congress and presidential administration, which has proposed raising it to as high as 28%. This may cause our overall effective tax rate to increase significantly versus our current corporate effective tax rate as a Bermuda-domiciled company, which could materially impact our financial results, including our earnings and cash flow, for periods after the completion of the proposed Mergers.

Our profitability and effective tax rate could be impacted by unexpected changes to our statutory income tax rates or income tax liabilities. Such changes might include changes in tax law or regulations, changes to our geographic mix of earnings, changes in the valuation of deferred tax assets and liabilities, changes in our supply chain and changes due to audit assessments. In particular, the tax benefits associated with our transfer of intellectual property to Singapore are sensitive to future profitability and taxable income in Singapore, audit assessments, and changes in applicable tax law. Our current corporate effective tax rate fluctuates significantly from period to period, and is based upon the application of currently applicable income tax laws, regulations and treaties, as well as current judicial and administrative interpretations of these income tax laws, regulations and treaties, in various jurisdictions.

WE ARE SUBJECT TO RISKS RELATED TO OUR ASSETS

We are exposed to potential impairment charges on certain assets.

We had approximately $5.3 billion of goodwill and $2.3 billion of acquired intangible assets on our consolidated balance sheet as of January 30, 2021. Under generally accepted accounting principles in the United States, we are required to review our intangible assets including goodwill for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. We perform an assessment of goodwill for impairment annually on the last business day of our fiscal fourth quarter and whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. When testing goodwill for impairment, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value or we may determine to proceed directly to the quantitative impairment test.

Factors we consider important in the qualitative assessment which could trigger a goodwill impairment review include: significant underperformance relative to historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; significant negative industry or economic trends; a significant decline in our stock price for a sustained period; and a significant change in our market capitalization relative to our net book value.

We assess the impairment of intangible assets whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Circumstances which could trigger a review include, but are not limited to the following: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed of significantly before the end of its estimated useful life.

For example, during the second quarter ended August 1, 2020, we made changes to the scope of our server processor product line in response to changes in the associated market. We are transitioning our product offering from standard server processors to the broad server market to focus only on customized server processors for a few targeted customers. This change in strategy required the Company to assess whether the carrying value of the associated assets would be recoverable. As a result of the assessment, we determined the carrying amount of certain impacted assets are not recoverable, which have resulted in recognition of $119.0 million of restructuring related charges associated with the server processor product line during the second quarter of fiscal 2021. See “Note 6 - Restructuring” in the Notes to the Consolidated Financial Statements for further information.

We have determined that our business operates as a single operating segment with two primary components (Storage and Networking), which we have concluded can be aggregated into a single reporting unit for purposes of testing goodwill impairment. The fair value of the reporting unit is determined by taking our market capitalization as determined through quoted market prices and as adjusted for a control premium and other relevant factors. If our fair value declines to below our carrying value, we could incur significant goodwill impairment charges, which could negatively impact our financial results. If in the future a change in our organizational structure results in more than one reporting unit, we will be required to allocate our goodwill and perform an assessment of goodwill for impairment in each reporting unit. As a result, we could have an impairment of goodwill in one or more of such future reporting units.

In addition, from time to time, we have made investments in private companies. If the companies that we invest in are unable to execute their plans and succeed in their respective markets, we may not benefit from such investments, and we could potentially lose the amounts we invest. We evaluate our investment portfolio on a regular basis to determine if impairments have occurred. If the operations of any businesses that we have acquired declines significantly, we could incur significant intangible asset impairment charges. Impairment charges could have a material impact on our results of operations in any period.

We are subject to the risks of owning real property.

Our buildings in Santa Clara, California and Shanghai, China subject us to the risks of owning real property, which include, but are not limited to:

- the possibility of environmental contamination and the costs associated with remediating any environmental problems;
- adverse changes in the value of these properties due to interest rate changes, changes in the neighborhood in which the property is located, or other factors;

- the possible need for structural improvements in order to comply with zoning, seismic and other legal or regulatory requirements;
- the potential disruption of our business and operations arising from or connected with a relocation due to moving to or renovating the facility;
- increased cash commitments for improvements to the buildings or the property, or both;
- increased operating expenses for the buildings or the property, or both;
- possible disputes with third parties related to the buildings or the property, or both;
- failure to achieve expected cost savings due to extended non-occupancy of a vacated property intended to be leased; and
- the risk of financial loss in excess of amounts covered by insurance, or uninsured risks, such as the loss caused by damage to the buildings as a result of earthquakes, floods and/or other natural disasters.

WE ARE SUBJECT TO IP RISKS AND RISKS ASSOCIATED WITH LITIGATION AND REGULATORY PROCEEDINGS

We may be unable to protect our intellectual property, which would negatively affect our ability to compete.

We believe one of our key competitive advantages results from the collection of proprietary technologies we have developed and acquired since our inception, and the protection of our intellectual property rights is, and will continue to be, important to the success of our business. If we fail to protect these intellectual property rights, competitors could sell products based on technology that we have developed, which could harm our competitive position and decrease our revenue.

We rely on a combination of patents, copyrights, trademarks, trade secrets, contractual provisions, confidentiality agreements, licenses and other methods, to protect our proprietary technologies. We also enter into confidentiality or license agreements with our employees, consultants and business partners, and control access to and distribution of our documentation and other proprietary information. Notwithstanding these agreements, we have experienced disputes with employees regarding ownership of intellectual property in the past. To the extent that any third party has a claim to ownership of any relevant technologies used in our products, we may not be able to recognize the full revenue stream from such relevant technologies.

We have been issued a significant number of U.S. and foreign patents and have a significant number of pending U.S. and foreign patent applications. However, a patent may not be issued as a result of any applications or, if issued, claims allowed may not be sufficiently broad to protect our technology. In addition, it is possible that existing or future patents may be challenged, invalidated or circumvented. We may also be required to license some of our patents to others including competitors as a result of our participation in and contribution to development of industry standards. Despite our efforts, unauthorized parties may attempt to copy or otherwise obtain and use our products or proprietary technology. Monitoring unauthorized use of our technology is difficult, and the steps that we have taken may not prevent unauthorized use of our technology, particularly in jurisdictions where the laws may not protect our proprietary rights as fully as in the United States or other developed countries. If our patents do not adequately protect our technology, our competitors may be able to offer products similar to ours, which would adversely impact our business and results of operations. We have implemented security systems with the intent of maintaining the physical security of our facilities and protecting our confidential information including our intellectual property. Despite our efforts, we may be subject to breach of these security systems and controls which may result in unauthorized access to our facilities and labs and/or unauthorized use or theft of the confidential information and intellectual property we are trying to protect. If we fail to protect these intellectual property rights, competitors could sell products based on technology that we have developed, which could harm our competitive position and decrease our revenue.

Certain of our software, as well as that of our customers, may be derived from so-called “open source” software that is generally made available to the public by its authors and/or other third parties. Open source software is made available under licenses that impose certain obligations on us in the event we were to distribute derivative works of the open source software. These obligations may require us to make source code for the derivative works available to the public and/or license such derivative works under a particular type of license, rather than the forms of license we customarily use to protect our intellectual property. While we believe we have complied with our obligations under the various applicable licenses for open source software, in the event that the copyright holder of any open source software were to successfully establish in court that we had not complied with the terms of a license for a particular work, we could be required to release the source code of that work to the public and/or stop distribution of that work if the license is terminated which could adversely impact our business and results of operations.

We must comply with a variety of existing and future laws and regulations that could impose substantial costs on us and may adversely affect our business.

We are subject to laws and regulations worldwide, which may differ among jurisdictions, affecting our operations in areas including, but not limited to: intellectual property ownership and infringement; tax; import and export requirements; anti-corruption; foreign exchange controls and cash repatriation restrictions; conflict minerals; data privacy requirements; competition; advertising; employment; product regulations; environment, health and safety requirements; and consumer laws. For example, government export regulations apply to the encryption or other features contained in some of our products. If we fail to continue to receive licenses or otherwise comply with these regulations, we may be unable to manufacture the affected products at foreign foundries or ship these products to certain customers, or we may incur penalties or fines. In addition, we are subject to various industry requirements restricting the presence of certain substances in electronic products. Although our management systems are designed to maintain compliance, we cannot assure you that we have been or will be at all times in compliance with such laws and regulations. Our compliance programs rely in part on compliance by our suppliers, vendors and distributors. To the extent such third parties don't comply with these obligations our business, operations and reputation may be adversely impacted. If we violate or fail to comply with any of the above requirements, a range of consequences could result, including fines, import/export restrictions, sales limitations, criminal and civil liabilities or other sanctions. The costs of complying with these laws (including the costs of any investigations, auditing and monitoring) could adversely affect our current or future business.

Our product or manufacturing standards could also be impacted by new or revised environmental rules and regulations or other social initiatives. For example, a significant portion of our revenues come from international sales. Environmental legislation, such as the EU Directive on Restriction of Hazardous Substances (RoHS), the EU Waste Electrical and Electronic Equipment Directive (WEEE Directive) and China’s regulation on Management Methods for Controlling Pollution Caused by Electronic Information Products, may increase our cost of doing business internationally and impact our revenues from the EU, China and other countries with similar environmental legislation as we endeavor to comply with and implement these requirements.

In connection with some of our acquisitions, we have been subject to regulatory conditions imposed by the Committee on Foreign Investment in the United States (CFIUS) where we have agreed to implement certain cyber security, physical security and training measures and supply agreements to protect national security. A portion of the business we acquired in the Avera acquisition requires facility security clearances under the National Industrial Security Program. The National Industrial Security Program requires that a corporation maintaining a facility security clearance be effectively insulated from foreign ownership, control or influence (“FOCI”). Because we are organized in Bermuda, we have entered into agreements with the U.S. Department of Defense with respect to FOCI mitigation arrangements that relate to our operation of the portion of the Avera business involving facility clearances. These measures and arrangements may materially and adversely affect our operating results due to the increased cost of compliance with these measures. If we fail to comply with our obligations under these agreements, our ability to operate our business may be adversely affected. As a result of the proposed transaction with Inphi, our parent company will be domiciled in the United States upon closing of the transaction. As a result, we plan to request to be released from some of the above obligations. We can offer no assurance that such a request will be granted in a timely manner or at all.

Primarily as a result of our acquisition of Avera, we are now a party to certain contracts with the U.S. government or its subcontractors. Our contracts with government entities are subject to various procurement regulations and other requirements relating to their formation, administration and performance. We may be subject to audits and investigations relating to our government contracts, and any violations could result in various civil and criminal penalties and administrative sanctions, including termination of contracts, refunding or suspending of payments, forfeiture of profits, payment of fines, and suspension or debarment from future government business. In addition, such contracts may provide for termination by the government at any time, without cause. Any of these risks related to contracting with governmental entities could adversely impact our future sales and operating results.

We have been named as a party to several legal proceedings and may be named in additional ones in the future, including litigation involving our patents and other intellectual property, which could subject us to liability, require us to indemnify our customers, require us to obtain or renew licenses, require us to stop selling our products or force us to redesign our products.

We are currently, and have been in the past, named as a party to several lawsuits, government inquiries or investigations and other legal proceedings (referred to as "litigation"), and we may be named in additional ones in the future. Please see "*Note 12 - Commitments and Contingencies*" of our Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of this Annual Report on Form 10-K for a more detailed description of material litigation matters in which we may be currently engaged. See also, "*Litigation filed against Marvell and Inphi could prevent or delay the completion of the Mergers or result in the payment of damages following completion of the Mergers.*"

In particular, litigation involving patents and other intellectual property is widespread in the high-technology industry and is particularly prevalent in the semiconductor industry, where a number of companies and other entities aggressively bring numerous infringement claims to assert their patent portfolios. The amount of damages alleged in intellectual property infringement claims can often be very significant. See also, "*We may be unable to protect our intellectual property, which would negatively affect our ability to compete.*"

From time to time, our subsidiaries and customers receive, and may continue to receive in the future, standards-based or other types of infringement claims, as well as claims against us and our subsidiaries' proprietary technologies. These claims could result in litigation and/or claims for indemnification, which, in turn, could subject us to significant liability for damages, attorneys' fees and costs. Any potential intellectual property litigation also could force us to do one or more of the following:

- stop selling, offering for sale, making, having made or exporting products or using technology that contains the allegedly infringing intellectual property;
- limit or restrict the type of work that employees involved in such litigation may perform for us;
- pay substantial damages and/or license fees and/or royalties to the party claiming infringement or other license violations that could adversely impact our liquidity or operating results;
- attempt to obtain or renew licenses to the relevant intellectual property, which licenses may not be available on reasonable terms or at all; and
- attempt to redesign those products that contain the allegedly infringing intellectual property.

Under certain circumstances, we have contractual and other legal obligations to indemnify and to incur legal expenses for current and former directors and officers. See also, "*Our indemnification obligations and limitations of our director and officer liability insurance may have a material adverse effect on our financial condition, results of operations and cash flows.*" Additionally, from time to time, we have agreed to indemnify select customers for claims alleging infringement of third-party intellectual property rights, including, but not limited to, patents, registered trademarks and/or copyrights. If we are required to make a significant payment under any of our indemnification obligations, our results of operations may be harmed.

The ultimate outcome of litigation could have a material adverse effect on our business and the trading price for our securities. Litigation may be time consuming, expensive, and disruptive to normal business operations, and the outcome of litigation is difficult to predict. Litigation, regardless of the outcome, may result in significant expenditures, diversion of our management's time and attention from the operation of our business and damage to our reputation or relationship with third parties, which could materially and adversely affect our business, financial condition, results of operations, cash flows and stock price.

WE ARE SUBJECT TO RISKS RELATED TO OUR DEBT OBLIGATIONS

Our indebtedness could adversely affect our financial condition and our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or our industry.

On July 6, 2018, in connection with our acquisition of Cavium, we incurred substantial indebtedness pursuant to a Credit Agreement (the "2018 Credit Agreement"). The 2018 Credit Agreement provides for a $900 million Term Loan (the "2018 Term Loan"). The 2018 Term Loan will mature on July 6, 2021. As of January 30, 2021, the outstanding principal balance of the 2018 Term Loan amounted to $200 million. See "Note 11 - Debt" for discussion of the debt financing in the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of the Annual Report on Form 10-K.

In addition, we intend to pay the cash portion of the consideration for the Mergers and other fees and expenses required to be paid in connection with the Mergers from cash on hand and borrowings. We have obtained financing commitments for (i) a $2.5 billion senior 364-day bridge term loan facility (the "Bridge Facility") pursuant to a commitment letter (the "Bridge Commitment Letter") dated as of October 29, 2020, with JPMorgan Chase Bank, N.A. ("JPMorgan") and the other financial institutions that have joined thereto, and (ii) a $1.75 billion senior unsecured term loan facility comprised of a $875.0 million 3-year term loan tranche (the "3 Year Term Loan") and a $875.0 million 5-year term loan tranche (the "5-Year Term Loan," and collectively with the 3-Year Term Loan, the "2020 Term Loan Facility") pursuant to a credit agreement, dated December 7, 2020 (the "2020 Term Loan Agreement"), with JPMorgan, as administrative agent and a lender, and the other lenders from time to time party thereto.

Pursuant to the Bridge Commitment Letter and the 2020 Term Loan Agreement, subject to the terms and conditions set forth therein, JPMorgan and the other lenders party thereto have committed to provide the full amount of the Bridge Facility and the Term Loan Facility, as applicable. The funding of the Bridge Facility provided for in the Bridge Commitment Letter and the funding of the Term Loan Facility provided for in the 2020 Term Loan Agreement, in each case, is contingent upon the satisfaction of customary conditions, including (i) execution and delivery of definitive documentation with respect to the Bridge Facility in accordance with the terms set forth in the Bridge Commitment Letter and (ii) consummation of the Mergers in accordance with the Merger Agreement. The actual documentation governing the Bridge Facility has not been finalized, and accordingly, the actual terms may differ from the description of such terms in the applicable Bridge Commitment Letter. Availability under the Bridge Facility will be reduced by the net cash proceeds from customary mandatory commitment reduction and prepayment events from issuances of equity, the incurrence of certain other debt or the sale of available assets, in each case subject to limited exceptions. We expect to replace some or all of the Bridge Facility prior to the closing of the Mergers with permanent financing comprised of senior unsecured notes. There can be no assurance that the permanent financing will be completed.

In addition to the loans under the credit agreements, on June 22, 2018, we completed a public offering of (i) $500.0 million aggregate principal amount of the Company's 4.200% Senior Notes due 2023 (the "2023 Notes") and (ii) $500.0 million aggregate principal amount of the Company's 4.875% Senior Notes due 2028 (the "2028 Notes" and, together with the 2023 Notes, the "Senior Notes"). We are obligated to pay interest on the Senior Notes on June 22 and December 22 of each year, beginning on December 22, 2018. The 2023 Notes will mature on June 22, 2023 and the 2028 Notes will mature on June 22, 2028.

Our indebtedness could have important consequences to us including:

- increasing our vulnerability to adverse general economic and industry conditions;
- requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, research and development efforts, execution of our business strategy, acquisitions and other general corporate purposes;
- limiting our flexibility in planning for, or reacting to, changes in the economy and the semiconductor industry;
- placing us at a competitive disadvantage compared to our competitors with less indebtedness;
- exposing us to interest rate risk to the extent of our variable rate indebtedness; and
- making it more difficult to borrow additional funds in the future to fund growth, acquisitions, working capital, capital expenditures and other purposes.

Although the credit agreements contain restrictions on our ability to incur additional indebtedness and the indenture under which the Senior Notes were issued contains restrictions on creating liens and entering into certain sale-leaseback transactions, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness, liens or sale-leaseback transactions incurred in compliance with these restrictions could be substantial.

The credit agreements and the Senior Notes contain customary events of default upon the occurrence of which, after any applicable grace period, the lenders would have the ability to immediately declare the loans due and payable in whole or in part. In such event, we may not have sufficient available cash to repay such debt at the time it becomes due, or be able to refinance such debt on acceptable terms or at all. Any of the foregoing could materially and adversely affect our financial condition and results of operations.

We may not be able to access cash or to incur additional indebtedness if the COVID-19 pandemic causes the closure of banks for an extended period of time or if there is a sudden increase in requests for indebtedness at one time by many potential borrowers which could overwhelm the banking industry.

Adverse changes to our debt ratings could negatively affect our ability to raise additional capital.

We receive debt ratings from the major credit rating agencies in the United States. Factors that may impact our credit ratings include debt levels, planned asset purchases or sales and near-term and long-term production growth opportunities. Liquidity, asset quality, cost structure, reserve mix and commodity pricing levels could also be considered by the rating agencies. The applicable margins with respect to the Term Loan will vary based on the applicable public ratings assigned to the collateralized, long-term indebtedness for borrowed money by Moody's Investors Service, Inc., Standard & Poor's Financial Services LLC, Fitch’s and any successor to each such rating agency business. A ratings downgrade could adversely impact our ability to access debt markets in the future and increase the cost of current or future debt and may adversely affect our share price.

The Credit Agreements and the indenture under which the Senior Notes were issued impose restrictions on our business.

The credit agreements and the indenture for the Senior Notes each contains a number of covenants imposing restrictions on our business. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. The restrictions, among other things, restrict our ability and our subsidiaries’ ability to create or incur certain liens, incur or guarantee additional indebtedness, merge or consolidate with other companies, pay dividends, transfer or sell assets and make restricted payments. These restrictions are subject to a number of limitations and exceptions set forth in the credit agreements and the indenture for the Senior Notes. Our ability to meet the liquidity covenant or the leverage ratio set forth in the credit agreements may be affected by events beyond our control.

The foregoing restrictions could limit our ability to plan for, or react to, changes in market conditions or our capital needs. We do not know whether we will be granted waivers under, or amendments to, our credit agreements or to the Senior Notes if for any reason we are unable to meet these requirements, or whether we will be able to refinance our indebtedness on terms acceptable to us, or at all.

We may be unable to generate the cash flow to service our debt obligations.

We may not be able to generate sufficient cash flow to enable us to service our indebtedness, including the Senior Notes, or to make anticipated capital expenditures. Our ability to pay our expenses and satisfy our debt obligations, refinance our debt obligations and fund planned capital expenditures will depend on our future performance, which will be affected by general economic, financial competitive, legislative, regulatory and other factors beyond our control. If we are unable to generate sufficient cash flow from operations or to borrow sufficient funds in the future to service our debt, we may be required to sell assets, reduce capital expenditures, refinance all or a portion of our existing debt (including the Senior Notes) or obtain additional financing. We cannot assure you that we will be able to refinance our debt, sell assets or borrow more money on terms acceptable to us, if at all. If we cannot make scheduled payments on our debt, we will be in default and holders of our debt could declare all outstanding principal and interest to be due and payable, and we could be forced into bankruptcy or liquidation. In addition, a material default on our indebtedness could suspend our eligibility to register securities using certain registration statement forms under SEC guidelines that permit incorporation by reference of substantial information regarding us, potentially hindering our ability to raise capital through the issuance of our securities and increasing our costs of registration.

We may, under certain circumstances, be required to repurchase the Senior Notes at the option of the holder.

We will be required to repurchase the Senior Notes at the option of each holder upon the occurrence of a change of control repurchase event as defined in the indenture for the Senior Notes. However, we may not have sufficient funds to repurchase the notes in cash at the time of any change of control repurchase event. Our failure to repurchase the Senior Notes upon a change of control repurchase event would be an event of default under the indenture for the Senior Notes and could cause a cross-default or acceleration under certain future agreements governing our other indebtedness. The repayment obligations under the Senior Notes may have the effect of discouraging, delaying or preventing a takeover of our company. If we were required to pay the Senior Notes prior to their scheduled maturity, it could have a significant negative impact on our cash and liquidity and could impact our ability to invest financial resources in other strategic initiatives.

WE ARE SUBJECT TO CYBERSECURITY RISKS

Cybersecurity risks could adversely affect our business and disrupt our operations.

We depend heavily on our technology infrastructure and maintain and rely upon certain critical information systems for the effective operation of our business. We routinely collect and store sensitive data in our information systems, including intellectual property and other proprietary information about our business and that of our customers, suppliers and business partners. These information technology systems are subject to damage or interruption from a number of potential sources, including, but not limited to, natural disasters, destructive or inadequate code, malware, power failures, cyber-attacks, internal malfeasance or other events. Cyber-attacks on us may include viruses and worms, phishing attacks, and denial-of-service attacks. In addition, we may be the target of email scams that attempt to acquire personal information or company assets.

We have implemented processes for systems under our control intended to mitigate risks; however, we can provide no guarantee that those risk mitigation measures will be effective. While we have historically been successful in defending against cyber-attacks and breaches, given the frequency of cyber-attacks and resulting breaches reported by other businesses and governments, it is likely we will experience one or more breaches of some extent in the future. We have incurred and may in the future incur significant costs in order to implement, maintain and/or update security systems we feel are necessary to protect our information systems, or we may miscalculate the level of investment necessary to protect our systems adequately. Since the techniques used to obtain unauthorized access or to sabotage systems change frequently and are often not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventive measures.

The Company’s business also requires it to share confidential information with suppliers and other third parties. Although the Company takes steps to secure confidential information that is provided to third parties, such measures may not always be effective and data breaches, losses or other unauthorized access to or releases of confidential information may occur and could materially adversely affect the Company’s reputation, financial condition and operating results and could result in liability or penalties under data privacy laws.

To the extent that any system failure, accident or security breach results in material disruptions or interruptions to our operations or the theft, loss or disclosure of, or damage to our data or confidential information, including our intellectual property, our reputation, business, results of operations and/or financial condition could be materially adversely affected.

GENERAL RISK FACTORS

We depend on highly skilled personnel to support our business operations. If we are unable to retain and motivate our current personnel or attract additional qualified personnel, our ability to develop and successfully market our products could be harmed.

We believe our future success will depend in large part upon our ability to attract and retain highly skilled managerial, engineering, sales and marketing personnel. The competition for qualified technical personnel with significant experience in the design, development, manufacturing, marketing and sales of integrated circuits is intense, both in the Silicon Valley where our U.S. operations are based and in global markets in which we operate. Our inability to attract and retain qualified personnel, including hardware and software engineers and sales and marketing personnel, could delay the development and introduction of, and harm our ability to sell, our products. Our ability to attract and retain qualified personnel also depends on how well we maintain a strong workplace culture that is attractive to employees. Changes to United States immigration policies that restrict our ability to attract and retain technical personnel may negatively affect our research and development efforts.

We typically do not enter into employment agreements with any of our key technical personnel and the loss of such personnel could harm our business, as their knowledge of our business and industry would be extremely difficult to replace. The impact on employee morale experienced in connection with our recent restructuring efforts and in connection with our recent acquisitions and divestiture, could make it more difficult for us to add to our workforce when needed due to speculation regarding our future restructuring activities. In addition, as a result of our acquisitions and divestiture, our current and prospective employees may experience uncertainty about their futures that may impair our ability to retain, recruit or motivate key management, engineering, technical and other personnel.

There can be no assurance that we will continue to declare cash dividends or effect share repurchases in any particular amount or at all, and statutory requirements under Bermuda Law may require us to defer payment of declared dividends or suspend share repurchases.

In May 2012, we declared our first quarterly cash dividend and in October 2018, we announced that our board of directors had authorized a $700 million addition to our previously existing $1 billion share repurchase program. An aggregate of $1.1 billion of shares have been repurchased under that program as of January 30, 2021. Future payment of a regular quarterly cash dividend on our common shares and future share repurchases will be subject to, among other things: the best interests of our company and our shareholders; our results of operations, cash balances and future cash requirements; financial condition; developments in ongoing litigation; statutory requirements under Bermuda law; market conditions; and other factors that our Board of Directors may deem relevant. Our dividend payments or share repurchases may change from time to time, and we cannot provide assurance that we will continue to declare dividends or repurchase shares in any particular amounts or at all. A reduction in, a delay of, or elimination of our dividend payments or share repurchases could have a negative effect on our share price. Our share repurchase program was temporarily suspended in late March 2020 to preserve cash during the COVID-19 pandemic and remains temporarily suspended to preserve cash in anticipation of the funding of our acquisition of Inphi. Although share repurchases were temporarily suspended during this time, as of January 30, 2021, there was $564.5 million remaining available for future share repurchases under the authorization. We will continue to evaluate business conditions to decide when we can restart the share repurchase program.

Our indemnification obligations and limitations of our director and officer liability insurance may have a material adverse effect on our financial condition, results of operations and cash flows.

Under Bermuda law, our articles of association and bye-laws and certain indemnification agreements to which we are a party, we have an obligation to indemnify, or we have otherwise agreed to indemnify, certain of our current and former directors and officers with respect to past, current and future investigations and litigation. For example, we incurred significant indemnification expenses in connection with the Audit Committee's independent investigation completed in March 2016 and related shareholder litigation and government investigations. In connection with some of these matters, we were required to, or we otherwise agreed to, advance, and have advanced, legal fees and related expenses to certain of our current and former directors and officers. Further, in the event the directors and officers are ultimately determined not to be entitled to indemnification, we may not be able to recover any amounts we previously advanced to them.

We cannot provide any assurances that future indemnification claims, including the cost of fees, penalties or other expenses, will not exceed the limits of our insurance policies, that such claims are covered by the terms of our insurance policies or that our insurance carrier will be able to cover our claims. Additionally, to the extent there is coverage of these claims, the insurers also may seek to deny or limit coverage in some or all of these matters.

Furthermore, the insurers could become insolvent and unable to fulfill their obligation to defend, pay or reimburse us for insured claims. Accordingly, we cannot be sure that claims will not arise that are in excess of the limits of our insurance or that are not covered by the terms of our insurance policy. Due to these coverage limitations, we may incur significant unreimbursed costs to satisfy our indemnification obligations, which may have a material adverse effect on our financial condition, results of operations or cash flows.

As we carry only limited insurance coverage, any incurred liability resulting from uncovered claims could adversely affect our financial condition and results of operations.

Our insurance policies may not be adequate to fully offset losses from covered incidents, and we do not have coverage for certain losses. For example, there is very limited coverage available with respect to the services provided by our third-party foundries and assembly and test subcontractors. In the event of a natural disaster (such as an earthquake or tsunami), political or military turmoil, widespread public health emergencies including pandemics, including the COVID-19 pandemic, or other significant disruptions to their operations, insurance may not adequately protect us from this exposure. We believe our existing insurance coverage is consistent with common practice, economic considerations and availability considerations. If our insurance coverage is insufficient to protect us against unforeseen catastrophic losses, any uncovered losses could adversely affect our financial condition and results of operations.

If we were classified as a passive foreign investment company, there would be adverse tax consequences to U.S. holders of our ordinary shares.

If we were classified as a "passive foreign investment company" or "PFIC" under section 1297 of the Internal Revenue Code, of 1986, as amended (the "Code"), for any taxable year during which a U.S. holder holds ordinary shares, such U.S. holder generally would be taxed at ordinary income tax rates on any gain realized on the sale or exchange of the ordinary shares and on any "excess distributions" (including constructive distributions) received on the ordinary shares. Such U.S. holder could also be subject to a special interest charge with respect to any such gain or excess distribution.

We would be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which either (i) at least 75% of our gross income is passive income or (ii) on average, the percentage of our assets that produce passive income or are held for the production of passive income is at least 50% (determined on an average gross value basis). We were not classified as a PFIC for fiscal year 2020 or in any prior taxable year. Whether we will, in fact, be classified as a PFIC for any subsequent taxable year depends on our assets and income over the course of the relevant taxable year and, as a result, cannot be predicted with certainty. In particular, because the total value of our assets for purposes of the asset test will be calculated based upon the market price of our ordinary shares, a significant and sustained decline in the market price of our ordinary shares and corresponding market capitalization relative to our passive assets could result in our being classified as a PFIC. There can be no assurance that we will not be classified as a PFIC in the future or the Internal Revenue Service will not challenge our determination concerning PFIC status for any prior period.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

The following table presents the approximate square footage of our significant owned and leased facilities as of January 30, 2021:

		(Square Feet)	
Locations	**Primary Use**	**Owned Facilities**	**Leased Facilities (1)**
United States	Research and design, sales and marketing, administration and operations	983,000	438,000
India	Research and design	—	263,000
Israel	Research and design	—	220,000
China	Research and design, and sales and marketing	116,000	46,000
Taiwan	Research and design	—	49,000
Singapore	Operations, and research and design	—	55,000
	Total	**1,099,000**	**1,071,000**

(1) Lease terms expire in various years from 2021 through 2030, provided, however, that we have the option to extend certain leases past the current lease term. We have ceased-use lease facilities and subleased facilities of approximately 442,010 square feet in the United States that are excluded from the table above.

We also lease smaller facilities in various international locations, which are occupied by administrative, sales, design and field application personnel. Based on the potential for future hiring, we believe that our current facilities in most locations will be adequate to meet our requirements at least through the next fiscal year.

Item 3. *Legal Proceedings*

The information set forth under "Note 12 - Commitments and Contingencies" in our Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of this Annual Report on Form 10-K is incorporated herein by reference. For a discussion of certain risks associated with legal proceedings, please see Part I, Item 1A, "Risk Factors" above.

Item 4. *Mine Safety Disclosures*

Not Applicable.

PART II

Item 5. ***Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities***

Market Information

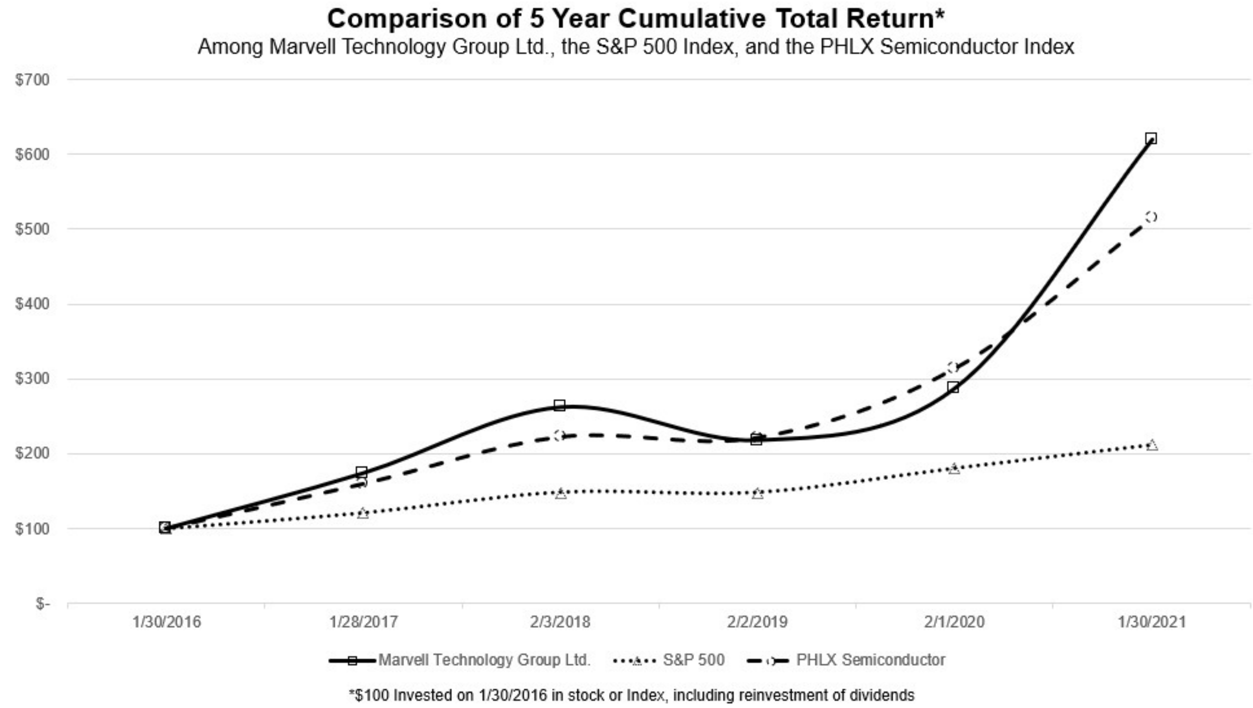
Our common shares are traded on the Nasdaq Global Select Market under the symbol "MRVL." Our common shares began trading on June 27, 2000, upon completion of our initial public offering.

As of March 9, 2021, the approximate number of record holders of our common shares was 513 (not including beneficial owners of stock held in street name).

Stock Price Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or incorporated by reference into any filings under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The graph below compares the cumulative total shareholder return of our common shares with the cumulative total return of the S&P 500 Index and the Philadelphia Semiconductor Index since January 30, 2016 through January 30, 2021. The graph compares a $100 investment on January 30, 2016 in our common shares with a $100 investment on January 30, 2016 in each index and assumes that any dividends were reinvested. Shareholder returns over the indicated periods should not be considered indicative of future stock prices or shareholder returns.



	1/30/2016	1/28/2017	2/3/2018	2/2/2019	2/1/2020	1/30/2021
Marvell Technology Group Ltd.	**100.00**	**174.10**	**262.33**	**218.12**	**287.74**	**620.20**
S&P 500	**100.00**	**120.87**	**148.47**	**148.38**	**180.37**	**211.48**
PHLX Semiconductor	**100.00**	**159.88**	**222.64**	**221.67**	**314.23**	**515.27**

Dividends

Our board of directors declared quarterly cash dividends of $0.06 per share payable to holders of our common shares in each quarter of fiscal 2021, 2020 and 2019. As a result, we paid total cash dividends of $160.6 million in fiscal 2021, $159.6 million in fiscal 2020, and $148.1 million in fiscal 2019.

Future payment of a regular quarterly cash dividend on the Company's common shares will be subject to, among other things, the best interests of the Company and its shareholders, the Company's results of operations, cash balances and future cash requirements, financial condition, developments in ongoing litigation, statutory requirements under Bermuda law and other factors that our Board of Directors may deem relevant. The Company's dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends at all or in any particular amounts.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

Our share repurchase program was temporarily suspended in late March 2020 to preserve cash during the COVID-19 pandemic and remains temporarily suspended to preserve cash in anticipation of the funding of our acquisition of Inphi. As a result, we did not repurchase any shares during the three months ended January 30, 2021. We will continue to evaluate business conditions to decide when we can restart the share repurchase program. Although share repurchases are temporarily suspended, we have $564.5 million of repurchase authority remaining under our current share repurchase program.

From August 2010 when our Board of Directors initially authorized a share repurchase program through January 30, 2021, a total of 308.1 million shares have been repurchased under the Company's share repurchase program for a total $4.3 billion in cash and $564.5 million remains available for future share repurchases.

Item 7. *Management’s Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and related notes included in this Annual Report on Form 10-K. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties, including those discussed under Part I, Item 1A, “Risk Factors.” These risks and uncertainties may cause actual results to differ materially from those discussed in the forward-looking statements.

Overview

We are a leading supplier of infrastructure semiconductor solutions, spanning the data center core to network edge. We are a fabless semiconductor supplier of high-performance standard and semi-custom products with core strengths in developing and scaling complex System-on-a-Chip architectures integrating analog, mixed-signal and digital signal processing functionality. Leveraging leading intellectual property and deep system-level expertise as well as highly innovative security firmware, our solutions are empowering the data economy and enabling communications across 5G, cloud, automotive, industrial and artificial intelligence applications.

Net revenue in fiscal 2021 was $3.0 billion and was 10% higher than net revenue of $2.7 billion in fiscal 2020. The increase was primarily due to a 22% increase in sales of our networking products, a 1% increase in sales of our storage products, partially offset by a 27% decrease in sales of our other products.

In response to growth in demand from customers for our products, our operations team is continuing to ramp production with our global supply chain partners. However, we have begun to experience a number of industry-wide supply constraints affecting the type of high complexity products we provide for data infrastructure. These supply challenges are currently limiting our ability to fully satisfy the increase in demand for some of our products.

We continue to monitor the impact of COVID-19 on our business. While many of our offices around the world remain open to enable critical on-site business functions in accordance with local government guidelines, the majority of our employees continue to work from home. During fiscal 2021, some of our customers have reported adverse impacts on demand for their products due to COVID-19. We have seen a reduction in demand for products from customers in the enterprise networking, and enterprise server and storage end markets. We expect COVID-19 to continue to impact our business and for a further discussion of the uncertainties and business risks associated with the COVID-19 pandemic, see Part I, Item 1A, “Risk Factors,” including but not limited to the risk detailed under the caption “*We face risks related to COVID-19 pandemic which could significantly disrupt our manufacturing, research and development, operations, sales and financial results*.”

We expect that the U.S. government's export restrictions on certain Chinese customers will continue to impact our revenue in fiscal year 2022. Moreover, concerns that U.S. companies may not be reliable suppliers as a result of these and other actions has caused, and may in the future cause, some of our customers in China to amass large inventories of our products well in advance of need or cause some of our customers to replace our products in favor of products from other suppliers. Customers in China may also choose to develop indigenous solutions, as replacements for products that are subject to U.S. export controls. In addition, there may be indirect impacts to our business that we can not easily quantify such as the fact that some of our other customers' products which use our solutions may also be impacted by export restrictions.

Our fiscal year is the 52- or 53-week period ending on the Saturday closest to January 31. Accordingly, every fifth or sixth fiscal year will have a 53-week period. The additional week in a 53-week year is added to the fourth quarter, making such quarter consist of 14 weeks. Fiscal 2020 had a 52-week period. Fiscal 2021 is a 52-week period.

Pending Business Combination. On October 29, 2020, we entered into a merger agreement (the “Merger Agreement”) with Inphi Corporation (“Inphi”), whereby we will acquire Inphi with cash and stock consideration. Under the terms of the agreement, we will pay Inphi's stockholders $66 per share in cash and 2.323 common shares for each Inphi share, which represented purchase consideration of approximately $10 billion. The merger consideration will be financed by new debt financing and issuance of our common shares. The transaction is expected to close in the second half of calendar 2021, pending approval by Inphi's and our shareholders, as well as regulatory approval and satisfaction of other customary closing conditions. As a result of the transaction, the parent company will be domiciled in the United States upon closing of the transaction.

Inphi is a global leader in high-speed data movement enabled by optical interconnects. Their product portfolio includes laser drivers, TIA (Trans-Impedance Amplifiers), PAM (Pulse Amplitude Modulation) and Coherent DSPs (Digital Signal Processors) and data center interconnects. We and Inphi both have growing positions in carrier and datacenter, and Inphi’s high-speed electro-optics platform is highly complementary to our storage, networking, compute, and security portfolio. Inphi’s electro-optics portfolio combined with our copper Ethernet PHY franchise is expected to create an industry-leading high-speed data interconnect platform serving the enterprise, carrier, data center, and automotive end markets.

Restructuring. We continuously evaluate our existing operations to increase operational efficiency, decrease costs and increase profitability. In July 2018, as part of the integration of the acquired Cavium business, we initiated a restructuring plan intended to achieve these goals. As part of this restructuring plan, revenue from our former Networking and Connectivity product groups were combined into one group named Networking. In December 2019, as part of the integration of the acquired Avera business, we initiated a restructuring plan intended to further achieve the aforementioned goals.

During the second quarter of fiscal 2021, we made changes to the scope of our server processor product line in response to changes in the associated market. We transitioned our product offering from standard server processors to the broad server market to focus only on customized server processors for a few targeted customers. This change in strategy required the Company to assess whether the carrying value of the associated assets would be recoverable. As a result of the assessment, we determined the carrying amount of certain impacted assets were not recoverable, which have resulted in recognition of $119.0 million of restructuring related charges associated with the server processor product line during the second quarter of fiscal 2021. See “Note 6 - Restructuring” in the Notes to the Consolidated Financial Statements for further information.

During fiscal 2021, we recorded restructuring and other related charges of $180.4 million. See “Note 6 - Restructuring and Other Related Charges” in the Notes to the Consolidated Financial Statements for further information.

Capital Return Program. We remain committed to delivering shareholder value through our share repurchase and dividend programs. On October 16, 2018, we announced that our Board of Directors authorized a $700 million addition to the balance of our existing share repurchase plan. Under the program authorized by our Board of Directors, we may repurchase shares in the open-market or through privately negotiated transactions. The extent to which we repurchase our shares and the timing of such repurchases will depend upon market conditions and other corporate considerations, as determined by our management team. The share repurchase program was temporarily suspended in late March 2020 to preserve cash during the COVID-19 pandemic and remains temporarily suspended to preserve cash in anticipation of the funding of our acquisition of Inphi. As a result, we did not repurchase any shares subsequent to the first quarter of fiscal 2021. We will continue to evaluate business conditions to decide when we can restart the share repurchase program. As of January 30, 2021, there was $564.5 million remaining available for future share repurchases. See “Note 13 - Shareholder’s Equity” in the Notes to the Consolidated Financial Statements for further information.

We returned $185.8 million to stockholders in fiscal 2021, including $25.2 million through repurchases of common stock and $160.6 million of cash dividends.

Cash and Short-Term Investments. Our cash and cash equivalents were $748.5 million at January 30, 2021, which was $100.9 million higher than our balance at our fiscal year ended February 1, 2020 of $647.6 million. We had cash flow provided by operations of $817.3 million during fiscal 2021.

Sales and Customer Composition.

Historically, a relatively small number of customers have accounted for a significant portion of our net revenue. See the table in our discussion of “Customers, Sales and Marketing” in Item 1 of this Annual Report on Form 10-K for further information. We continuously monitor the creditworthiness of our distributors and believe these distributors’ sales to diverse end customers and geographies further serve to mitigate our exposure to credit risk.

Most of our sales are made to customers located outside of the United States, primarily in Asia, and majority of our products are manufactured outside the United States. Sales shipped to customers with operations in Asia represented approximately 80% of our net revenues in fiscal 2021 and 82% of our net revenue in fiscal 2020 and 85% of our net revenue in fiscal 2019. Because many manufacturers and manufacturing subcontractors of our customers are located in Asia, we expect that most of our net revenue will continue to be represented by sales to our customers in that region. For risks related to our global operations, see Part I, Item 1A, “Risk Factors,” including but not limited to the risk detailed under the caption “*We face additional risks due to the extent of our global operations since a majority of our products, and those of our customers, are manufactured and sold outside of the United States. The occurrence of any or a combination of the additional risks described below would significantly and negatively impact our business and results of operations.*”

Historically, a relatively large portion of our sales have been made on the basis of purchase orders rather than long-term agreements. Customers can generally cancel or defer purchase orders on short notice without incurring a significant penalty. In addition, the development process for our products is long, which may cause us to experience a delay between the time we incur expenses and the time revenue is generated from these expenditures. We anticipate that the rate of new orders may vary significantly from quarter to quarter. For risks related to our sales cycle, see Part I, Item 1A, “Risk Factors,” including but not limited to the risk detailed under the caption, “*We are subject to order and shipment uncertainties. If we are unable to accurately predict customer demand, we may hold excess or obsolete inventory, which would reduce our gross margin. Conversely, we may have insufficient inventory, which would result in lost revenue opportunities and potential loss of market share as well as damaged customer relationships.*”

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America("GAAP") requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, income taxes, goodwill and other intangible assets, and business combinations. We base our estimates of the carrying value of certain assets and liabilities on historical experience and on various other assumptions that are believed to be reasonable under the circumstances when these carrying values are not readily available from other sources. Actual results could differ from these estimates, and such differences could affect the results of operations reported in future periods. In the current macroeconomic environment affected by COVID-19, our estimates could require increased judgment and carry a higher degree of variability and volatility. We continue to monitor and assess our estimates in light of developments, and as events continue to evolve and additional information becomes available, our estimates may change materially in future periods. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. For further information on our significant accounting policies, see "Note 2 - Significant Accounting Policies" in the Notes to Consolidated Financial Statements.

Revenue Recognition. We recognize revenue upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Under the revenue recognition standard, we apply the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

We enter into contracts that may include various combinations of products and services that are capable of being distinct and accounted for as separate performance obligations. To date, the majority of the revenue has been generated by sales associated with storage and networking products. Revenue from services has been insignificant. Performance obligations associated with product sales transactions are generally satisfied when control passes to customers upon shipment. Accordingly, product revenue is recognized at a point in time when control of the asset is transferred to the customer. We recognize revenue when we satisfy a performance obligation by transferring control of a product to a customer in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. For product revenue, the performance obligation is deemed to be the delivery of the product and therefore, the revenue is generally recognized upon shipment to customers, net of accruals for estimated sales returns and rebates. These estimates are based on historical returns, analysis of credit memo data and other known factors. Actual returns could differ from these estimates. We account for rebates by recording reductions to revenue for rebates in the same period that the related revenue is recorded. The amount of these reductions is based upon the terms agreed to with the customer. Some of our sales are made to distributors under agreements allowing for price protection, price discounts and limited rights of stock rotation on products unsold by the distributors. Control passes to the distributor upon shipment, and terms and payment by our distributors is not contingent on resale of the product. Product revenue on sales made to distributors with price protection and stock rotation rights is recognized upon shipment to distributors, with an accrual for the variable consideration aspect of sales to distributors, estimated based on historical experience, including estimates for price discounts, price protection, rebates, and stock rotation programs. Actual variable consideration could differ from these estimates.

A portion of our net revenue is derived from sales through third-party logistics providers who maintain warehouses in close proximity to our customer's facilities. Revenue from sales through these third-party logistics providers is not recognized until the product is pulled from stock by the customer.

Our products are generally subject to warranty, which provides for the estimated future costs of replacement upon shipment of the product. Our products carry a standard one-year warranty, with certain exceptions in which the warranty period can extend to more than one year based on contractual agreements. The warranty accrual is estimated primarily based on historical claims compared to historical revenues and assumes that we will have to replace products subject to a claim. From time to time, we become aware of specific warranty situations, and we record specific accruals to cover these exposures. Warranty expenses were not material for the periods presented.

Inventories. We value our inventory at the lower of cost or net realizable value, cost being determined under the first-in, first-out method. We regularly review inventory quantities on hand and record a reduction to the total carrying value of our inventory for any difference between cost and estimated net realizable value of inventory that is determined to be excess, obsolete or unsellable inventory based primarily on our estimated forecast of product demand and production requirements. The estimate of future demand is compared to our inventory levels, including open purchase commitments, to determine the amount, if any, of obsolete or excess inventory. Demand for our products can fluctuate significantly from period to period. A significant decrease in demand could result in an increase in the amount of excess inventory on hand. In addition, our industry is characterized by rapid technological change, frequent new product development and rapid product obsolescence that could result in an increase in the amount of obsolete inventory quantities on hand. Additionally, our estimates of future product demand and judgement to determine excess inventory may prove to be inaccurate, in which case we may have understated or overstated the reduction to the total carrying value of our inventory for excess and obsolete inventory. In the future, if our inventory is determined to be overvalued, we would be required to recognize such costs in our cost of goods sold at the time of such determination. Likewise, if our inventory is determined to be undervalued, we may have over-reported our cost of goods sold in previous periods and would be required to recognize additional gross margin at the time the related inventory is sold. Therefore, although we make every effort to ensure the accuracy of our forecasts of future product demand, any significant unanticipated changes in demand or technological developments could have a significant impact on the value of our inventory and our results of operations.

Accounting for Income Taxes. We estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual tax exposure together with assessing temporary differences resulting from the differing treatment of certain items for tax return and financial statement purposes. These differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheets.

We recognize income taxes using an asset and liability approach. This approach requires the recognition of taxes payable or refundable for the current year, and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. The measurement of current and deferred taxes is based on provisions of the enacted tax law and the effects of future changes in tax laws or rates are not anticipated.

Evaluating the need for a valuation allowance for deferred tax assets requires judgment and analysis of all the positive and negative evidence available, including cumulative losses in recent years and projected future taxable income, to determine whether all or some portion of the deferred tax assets will not be realized. Using available evidence and judgment, we establish a valuation allowance for deferred tax assets, when it is determined that it is more likely than not that they will not be realized. Valuation allowances have been provided primarily against the U.S. research and development credits. Valuation allowances have also been provided against certain acquired operating losses and the deferred tax assets of foreign subsidiaries. A change in the assessment of the realization of deferred tax assets may materially impact our tax provision in the period in which a change of assessment occurs. Taxes due on future Global Intangible Low-Taxed Income (GILTI) exclusions in U.S. are recognized as a current period expense when incurred.

As a multinational corporation, we conduct our business in many countries and are subject to taxation in many jurisdictions. The taxation of our business is subject to the application of various and sometimes conflicting tax laws and regulations as well as multinational tax conventions. Our effective tax rate is highly dependent upon the geographic distribution of our worldwide earnings or losses, tax laws and regulations in various jurisdictions, tax incentives, the availability of tax credits and loss carryforwards, and the effectiveness of our tax planning strategies, which includes our estimates of the fair value of our intellectual property. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, and the evolution of regulations and court rulings. Consequently, taxing authorities may impose tax assessments or judgments against us that could materially impact our tax liability and/or our effective income tax rate.

We are subject to income tax audits by the respective tax authorities in the jurisdictions in which we operate. We recognize the effect of income tax positions only if these positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount that is more than 50% likely to be realized. Changes in recognition or measurement with respect to our uncertain tax positions are reflected in the period in which a change in judgment occurs. We record interest and penalties related to unrecognized tax benefits in income tax expense. The calculation of our tax liabilities involves the inherent uncertainty associated with complex tax laws. We believe we have adequately provided for in our financial statements additional taxes that we estimate to be required as a result of such examinations. While we believe that we have adequately provided for all tax positions, amounts asserted by tax authorities could be greater or less than our accrued position. Any unpaid tax liabilities, including the interest and penalties, are released pursuant to a final settlement with tax authorities, completion of audit or expiration of various statutes of limitation. The material jurisdictions in which we are subject to potential examination by tax authorities throughout the world include China, India, Israel, Singapore, Germany, and the United States.

The recognition and measurement of current taxes payable or refundable, and deferred tax assets and liabilities require that we make certain estimates and judgments. Changes to these estimates or judgments may have a material effect on our income tax provision in a future period.

Long-lived Assets and Intangible Assets. We assess the impairment of long-lived assets and intangible assets whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Circumstances which could trigger a review include, but are not limited to the following:

- significant decreases in the market price of the asset;
- significant adverse changes in the business climate or legal factors;
- accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset;
- current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and
- current expectation that the asset will more likely than not be sold or disposed of significantly before the end of its estimated useful life.

Whenever events or changes in circumstances suggest that the carrying amount of long-lived assets and intangible assets may not be recoverable, we estimate the future cash flows expected to be generated by the asset from its use or eventual disposition. If the sum of the expected future cash flows is less than the carrying amount of those assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets. Significant management judgment is required in the forecasts of future operating results that are used in the discounted cash flow method of valuation. These significant judgments may include future expected revenue, expenses, capital expenditures and other costs, discount rates and whether or not alternative uses are available for impacted long-lived assets.

Goodwill. We record goodwill when the consideration paid for a business acquisition exceeds the fair value of net tangible and intangible assets acquired. We review goodwill for impairment annually on the last business day of our fiscal fourth quarter, and more frequently, if an event occurs or circumstances change that indicate the fair value of the reporting unit may be below its carrying amount. We have identified that our business operates as a single operating segment which can further be divided into two components; Networking and Storage. We concluded that goodwill is recoverable from these two components working jointly due to a fact pattern demonstrating significant sharing of assets, corporate resources, and benefits from common research and development. The two components also exhibit similar economic characteristics. Accordingly, management concluded that these two components should be aggregated into a single reporting unit for purposes of testing goodwill impairment.

When testing goodwill for impairment, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value or we may determine to proceed directly to the quantitative impairment test.

Factors we consider important in the qualitative assessment which could trigger a goodwill impairment review include;

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of our use of the acquired assets or the strategy for our overall business;
- significant negative industry or economic trends;
- a significant decline in our stock price for a sustained period; and
- a significant change in our market capitalization relative to our net book value.

If we assess qualitative factors and conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, or if we determine not to use qualitative assessment, then a quantitative impairment test is performed. The quantitative impairment test requires comparing the fair value of the reporting unit to its carrying value, including goodwill. An impairment exists if the fair value of the reporting unit is lower than its carrying value. We would record an impairment loss in the fiscal quarter in which an impairment determination is made. Determining the fair value of a reporting unit involves the use of significant estimates and assumptions.

As of the last day of the fourth quarter of fiscal 2021, we performed our annual impairment assessment for testing goodwill. A step one assessment was performed. Based on our assessment, we determined there was no goodwill impairment.

Business Combinations. We allocate the fair value of the purchase consideration of a business acquisition to the tangible assets, liabilities, and intangible assets acquired, including in-process research and development ("IPR&D"), based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. IPR&D is initially capitalized at fair value as an intangible asset with an indefinite life and assessed for impairment thereafter. When an IPR&D project is completed, the IPR&D is reclassified as an amortizable purchased intangible asset and amortized over the asset's estimated useful life. Our valuation of acquired assets and assumed liabilities requires significant estimates, especially with respect to intangible assets. The valuation of intangible assets, in particular, requires that we use valuation techniques such as the income approach. The income approach includes the use of a discounted cash flow model, which includes discounted cash flow scenarios and requires the following significant estimates: future expected revenue, expenses, capital expenditures and other costs, and discount rates. We estimate the fair value based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Estimates associated with the accounting for acquisitions may change as additional information becomes available regarding the assets acquired and liabilities assumed. Acquisition-related expenses and related restructuring costs are recognized separately from the business combination and are expensed as incurred.

Results of Operations

Years Ended January 30, 2021 and February 1, 2020

The following table sets forth information derived from our consolidated statements of operations expressed as a percentage of net revenue:

	Year Ended	
	January 30, 2021	February 1, 2020
Net revenue	100.0 %	100.0 %
Cost of goods sold	49.9	49.7
Gross profit	50.1	50.3
Operating expenses:		
Research and development	36.1	40.0
Selling, general and administrative	15.7	17.3
Legal settlement	1.2	—
Restructuring related charges	5.8	2.0
Total operating expenses	58.8	59.3
Operating income (loss)	(8.7)	(9.0)
Interest income	0.1	0.2
Interest expense	(2.3)	(3.2)
Other income, net	0.1	41.6
Income (loss) before income taxes	(10.8)	29.6
Provision (benefit) for income taxes	(1.5)	(29.0)
Income (loss), net of tax	(9.3)%	58.6 %

Net Revenue

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentage)		
Net revenue	$ 2,968,900	$ 2,699,161	10.0 %

Our net revenue for fiscal 2021 increased by $269.7 million compared to net revenue for fiscal 2020. This increase was primarily due to a 22% increase in sales of our networking products and a 1% increase in sales of our storage products, partially offset by a 27% decrease in sales of our other products. Average selling prices increased 30% compared to fiscal 2020, and unit shipments were 20% lower compared to fiscal 2020, for an overall increase in net revenue of 10%. This was primarily driven by our recent portfolio changes, including the acquisition of Avera ASIC business, which increased our average selling prices, and the divestiture of the Wi-Fi Connectivity business, which decreased our unit shipments.

Cost of Goods Sold and Gross Profit

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Cost of goods sold	$ 1,480,550	$ 1,342,220	10.3 %
% of net revenue	49.9 %	49.7 %	
Gross profit	$ 1,488,350	$ 1,356,941	9.7 %
% of net revenue	50.1 %	50.3 %	

The cost of goods sold as a percentage of net revenue was higher for fiscal 2021 primarily due to increased costs from higher amortization of acquired intangible assets related to the Aquantia and Avera acquisitions, partially offset by decreased costs from amortization of inventory fair value adjustment associated with the acquisitions. As a result, gross margin for fiscal 2021 decreased 0.2 percentage points compared to fiscal 2020.

Research and Development

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Research and development	$ 1,072,740	$ 1,080,391	(0.7)%
% of net revenue	36.1 %	40.0 %	

Research and development expense decreased by $7.7 million in fiscal 2021 compared to fiscal 2020. The decrease was due primarily to $43.4 million of higher non-recurring engineering credits recognized in the current year and $6.3 million lower travel expense due to the COVID-19 pandemic, partially offset by additional costs from our acquisitions of Aquantia and Avera, including $19.9 million of higher employee personnel-related costs, $13.4 million of higher depreciation and amortization expense and $7.3 million of higher computer-aided design software related costs.

Selling, General and Administrative

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Selling, general and administrative	$ 467,240	$ 464,580	0.6 %
% of net revenue	15.7 %	17.3 %	

Selling, general and administrative expense increased by $2.7 million in fiscal 2021 compared to fiscal 2020. The increase was due primarily to additional costs associated with our acquisitions of Aquantia and Avera, including $16.9 million of higher intangibles amortization expense, $9.7 million of higher employee personnel-related costs, $4.6 million of higher facility expense and $2.0 million of higher depreciation and amortization expense. These collective expense increases were partially offset by $17.0 million of lower Aquantia and Avera merger transaction costs and integration costs reflective of one-time non-recurring Aquantia and Avera merger transaction costs incurred in fiscal 2020 when the deals were closing and lower integration costs in fiscal 2021. In addition, lower travel and employee activity expenses of $13.8 million compared to fiscal 2020 were incurred in the current year due to the COVID-19 pandemic.

Share-Based Compensation Expense

	Year Ended	
	January 30, 2021	February 1, 2020
	(in thousands)	
Cost of goods sold	$ 16,320	$ 13,759
Research and development	150,867	157,054
Selling, general and administrative	74,352	71,996
Total share-based compensation	$ 241,539	$ 242,809

Share-based compensation expense was relatively flat, decreasing by $1.3 million in fiscal 2021 compared to fiscal 2020.

Legal Settlement

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Legal settlement	$ 36,000	$ —	*
% of net revenue	1.2 %	— %	

*Not meaningful

In connection with a dispute, we recorded a charge of $36 million. Refer to "Note 12 - Commitments and Contingencies" for a discussion of such settlement.

Restructuring Related Charges

	Year Ended	
	January 30, 2021	February 1, 2020
	(in thousands)	
Restructuring related charges	$ 170,759	$ 55,328

We recorded total restructuring related charges of $170.8 million in fiscal 2021 as we integrated the acquired businesses and continued to evaluate our existing operations to increase operational efficiency, decrease costs and improve profitability. See “Note 6 - Restructuring and Other Related Charges” in the Notes to the Consolidated Financial Statements for further information.

Interest Income

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Interest income	$ 2,599	$ 4,816	(46.0)%
% of net revenue	0.1 %	0.2 %	

Interest income decreased by $2.2 million in fiscal 2021 compared to fiscal 2020. The decrease in fiscal 2021 was primarily due to lower interest rates on our invested cash.

Interest Expense

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Interest expense	$ (69,264)	$ (85,631)	(19.1)%
% of net revenue	(2.3)%	(3.2)%	

Interest expense decreased by $16.4 million in fiscal 2021 compared to fiscal 2020. The decrease in fiscal 2021 was primarily due to lower outstanding term loan balances as well as lower borrowing rates.

Other Income, net

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentages)		
Other income, net	$ 2,886	$ 1,122,555	*
% of net revenue	0.1 %	41.6 %	

*Not meaningful

Other income, net changed by $1.1 billion in fiscal 2021 compared to fiscal 2020. The change was primarily due to the gain on sale of the Wi-Fi Connectivity business in fiscal 2020.

Provision (Benefit) for Income Taxes

	Year Ended		
	January 30, 2021	February 1, 2020	% Change in 2021
	(in thousands, except percentage)		
Provision (benefit) for income taxes	$ (44,870)	$ (786,009)	(94.3)%

The income tax benefit for fiscal 2021 is primarily attributable to the pretax losses of our subsidiaries with income tax rates that differ from the U.S. statutory tax rate, combined with a net reduction of unrecognized tax benefits inclusive of interest and penalties, offset by tax expense attributable to non-deductible compensation. The income tax benefit for fiscal 2020 was primarily related to the recognition of a $763.0 million tax benefit for the intra-entity transfer of the majority of our intellectual property to a subsidiary in Singapore. This resulted in the recognition of a deferred tax asset and tax benefit of $659.0 million related to the Singapore tax basis in the intellectual property. In addition, we recognized $104.0 million of income tax benefit from the reversal of deferred tax liabilities primarily related to previously acquired intangible assets. The prior period transaction aligned the global economic ownership of our intellectual property rights with our current and future business operations. We continue to evaluate potential changes to our legal entity structure in response to guidelines and requirements in various international tax jurisdictions where we conduct business, as well as changes to our business, and acquisitions and divestitures.

Our provision for incomes taxes may be affected by changes in the geographic mix of earnings with different applicable tax rates, changes in the realizability of deferred tax assets and liabilities, accruals related to contingent tax liabilities and period-to-period changes in such accruals, the results of income tax audits, the expiration of statutes of limitations, the implementation of tax planning strategies, tax rulings, court decisions, settlements with tax authorities and changes in tax laws and regulations. It is also possible that significant negative evidence may become available that causes us to conclude that a valuation allowance is needed on certain of our deferred tax assets, which would adversely affect our income tax provision in the period of such change in judgment. Additionally, please see the information in “Item 1A: Risk Factors” under the caption “*Changes in existing taxation benefits, rules or practices may adversely affect our financial results.*”

Our Annual Report on Form 10-K for the year ended February 1, 2020 includes a discussion and analysis of our financial condition and results of operations for the year ended February 2, 2019 and year-to-year comparisons between the fiscal years ended February 1, 2020 and February 2, 2019 in Item 7 of Part II, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Liquidity and Capital Resources

Our principal source of liquidity as of January 30, 2021 consisted of approximately $748.5 million of cash and cash equivalents, of which approximately $618.1 million was held by subsidiaries outside of Bermuda. We plan to use such amounts to fund various activities outside of Bermuda, including working capital requirements, capital expenditures for expansion, funding of future acquisitions or other financing activities.

In June 2018, we executed debt agreements to obtain a $900 million term loan and $1.0 billion of senior unsecured notes in order to fund the Cavium acquisition. In addition, we executed a debt agreement in June 2018 to obtain a $500 million revolving credit facility (“2018 Revolving Credit Facility”). In October 2020, in order to fund the Inphi acquisition, we obtained commitments consisting of a $2.5 billion bridge loan commitment. In December 2020, we executed a debt agreement to obtain a $875 million 3-year term loan and a $875 million 5-year term loan. We also executed a debt agreement to obtain a $750 million revolving credit facility (“2020 Revolving Credit Facility”) which replaced the 2018 Revolving Credit Facility. See “Note 11 - Debt” in the Notes to the Consolidated Financial Statements for additional information.

We believe that our existing cash, cash equivalents, together with cash generated from operations, and funds from our 2020 Revolving Credit Facility will be sufficient to cover our working capital needs, capital expenditures, investment requirements and any declared dividends, repurchase of our common stock and commitments for at least the next twelve months. Our capital requirements will depend on many factors, including our rate of sales growth, market acceptance of our products, costs of securing access to adequate manufacturing capacity, the timing and extent of research and development projects and increases in operating expenses, which are all subject to uncertainty.

To the extent that our existing cash and cash equivalents together with cash generated by operations, and funds available under our 2020 Revolving Credit Facility are insufficient to fund our future activities, we may need to raise additional funds through public or private debt or equity financing. We may also acquire additional businesses, purchase assets or enter into other strategic arrangements in the future, which could also require us to seek debt or equity financing. Additional equity financing or convertible debt financing may be dilutive to our current shareholders. If we elect to raise additional funds, we may not be able to obtain such funds on a timely basis or on acceptable terms, if at all. In addition, the equity or debt securities that we issue may have rights, preferences or privileges senior to our common shares.

Future payment of a regular quarterly cash dividend on our common shares and our planned repurchases of common stock will be subject to, among other things, the best interests of the Company and our shareholders, our results of operations, cash balances and future cash requirements, financial condition, developments in ongoing litigation, statutory requirements under Bermuda law, market conditions and other factors that our board of directors may deem relevant. Our dividend payments and repurchases of common stock may change from time to time, and we cannot provide assurance that we will continue to declare dividends or repurchase shares at all or in any particular amounts. Our share repurchase program was temporarily suspended in late March 2020 to preserve cash during the COVID-19 pandemic and remains temporarily suspended in anticipation of the funding of our acquisition of Inphi. We will continue to evaluate business conditions to decide when we can restart the share repurchase program.

Cash Flows from Operating Activities

Net cash provided by operating activities was $817.3 million for fiscal 2021 compared to net cash provided by operating activities of $360.3 million for fiscal 2020. The cash inflows from operations for fiscal 2021 were primarily due to $277.3 million of net loss adjusted for $1.0 billion of non-cash items and a net increase from changes in working capital of $67.9 million. The cash inflow from working capital for fiscal 2021 was primarily driven by an increase in accrued liabilities and other non-current liabilities, an increase in accounts payable and an increase in accrued employee compensation, as well as a decrease in inventories. Such increase was partially offset by cash outflows due to an increase in accounts receivable and an increase in prepaid expenses and other assets. The increase in accrued liabilities and other non-current liabilities was mainly due to an increase in legal reserves. The increase in accounts payable was mainly due to timing of payments. The increase in accrued employee compensations was due to increase in our bonus accrual and increase in employee contributions to the employee stock purchase plan. The decrease in inventories was due to improved supply chain management. The increase in accounts receivable was driven primarily by the increase in revenue and stable collections. The increase in prepaid expenses and other assets was due to an increase in ship and debit reserve.

Net cash provided by operating activities was $360.3 million for fiscal 2020. The cash inflows from operations for fiscal 2020 were primarily due to $1.6 billion of net income adjusted for $1.0 billion of non-cash items and a net decrease from changes in working capital of $190.8 million. The cash outflow from working capital for fiscal 2020 was primarily driven by a decrease in accrued liabilities and other non-current liabilities due to payment of interest, deal cost and severance.

Cash Flows from Investing Activities

Net cash used in investing activities of $119.6 million in fiscal year 2021 was primarily driven by purchases of property and equipment of $106.8 million, and purchases of technology licenses of $12.7 million.

Net cash provided by investing activities of $558.8 million in fiscal year 2020 was primarily driven by proceeds from sale of business $1.7 billion and maturities of available-for-sale securities of $18.8 million, partially offset by net cash paid to acquire Aquantia and Avera of $1.1 billion and purchase of property and equipment of $81.9 million.

Cash Flows from Financing Activities

Net cash used in financing activities of $596.8 million in fiscal year 2021 was primarily attributable to $250.0 million repayment of debt principal, $160.6 million payment for our quarterly dividends, $100.0 million payments for technology license obligations and $38.0 million payments for debt financing and equity issuance costs associated with the Inphi acquisition.

Net cash used in financing activities of $853.9 million in fiscal year 2020 was primarily attributable to $1.3 billion repayment of debt principal, $364.3 million payment for repurchase of our common stock and $159.6 million payment of our quarterly dividend. This cash outflow was partially offset by $1.0 billion proceeds from issuance of debt and $49.0 million net proceeds from the issuance of our common shares under our share-based plans, less the tax withholding on behalf of employees for net share settlements.

Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities of financial partnerships, such as entities often referred to as structured finance or special purpose entities, or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of January 30, 2021, we did not have any off-balance sheet arrangements.

Contractual Obligations and Commitments

Under our manufacturing relationships with our foundry partners, cancellation of outstanding purchase orders is allowed but requires repayment of all expenses incurred through the date of cancellation. As of January 30, 2021, these foundries had incurred approximately $329.5 million of manufacturing costs and expenses relating to our outstanding purchase orders.

The following table summarizes our contractual obligations as of January 30, 2021 and the effect that such obligations are expected to have on our liquidity and cash flow in future periods (in thousands):

	Payment Obligations by Fiscal Year						
	2022	2023	2024	2025	2026	Thereafter	Total
Contractual obligations:							
Principal payments on debt	$ 200,000	$ —	$ 500,000	$ —	$ —	$ 500,000	$ 1,200,000
Interest obligations on debt	48,882	45,879	33,578	24,646	24,646	59,109	236,740
Facilities operating leases, net (1)	37,108	33,015	23,931	15,782	14,765	27,437	152,038
Purchase commitments to foundries	329,508	—	—	—	—	—	329,508
Capital purchase obligations	20,951	—	—	—	—	—	20,951
Technology license obligations (2)	83,919	61,876	49,147	309	309	—	195,560
Other contractual commitments	—	9,876	669	14	150	4,013	14,722
Total contractual cash obligations	$ 720,368	$ 150,646	$ 607,325	$ 40,751	$ 39,870	$ 590,559	$ 2,149,519

(1) Amounts exclude contractual sublease proceeds of $23.0 million to be received through fiscal 2028. Refer to "Note 10 - Leases" in our Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of this Annual Report on Form 10-K for more information.

(2) Amounts represent anticipated future cash payments, including anticipated interest payments not recorded in the consolidated balance sheet.

In addition to the above commitments and contingencies, as of January 30, 2021, we have $20.4 million of unrecognized tax benefits as liabilities. We also have a liability for potential interest and penalties of $4.0 million as of January 30, 2021. It is reasonably possible that the amount of unrecognized tax benefits could increase or decrease significantly due to changes in tax law in various jurisdictions, new tax audits and changes in the U.S. dollar as compared to foreign currencies within the next 12 months. Excluding these factors, uncertain tax positions may decrease by as much as $5.4 million from the lapse of statutes of limitation in various jurisdictions during the next 12 months. Government tax authorities from several non-U.S. jurisdictions are also examining our tax returns. We believe that we have adequately provided for any reasonably foreseeable outcomes related to these tax audits and that any settlement will not have a material effect on our results at this time.

Recent Accounting Pronouncements

Please see “Note 2 - Significant Accounting Policies - Recent Accounting Pronouncements” in our Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of this Annual Report on Form 10-K.

Related Party Transactions

None.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

Interest Rate Risk. With our outstanding debt, we are exposed to various forms of market risk, including the potential losses arising from adverse changes in interest rates on our outstanding Term Loan, including changes that may result from implementation of new benchmark rates that replace LIBOR. See “Note 11 - Debt” for further information. A hypothetical increase or decrease in the interest rate by 1% would result in an increase or decrease in annual interest expense by approximately $0.9 million.

We maintain an investment policy that requires minimum credit ratings, diversification of credit risk and limits the long-term interest rate risk by requiring effective maturities of generally less than five years. We invest our excess cash primarily in highly liquid debt instruments of the U.S. government and its agencies, money market mutual funds, corporate debt securities and municipal debt securities that are classified as available-for-sale and time deposits. These investments are recorded on our consolidated balance sheets at fair market value with their related unrealized gain or loss reflected as a component of accumulated other comprehensive income (loss) in the consolidated statement of shareholders’ equity. Investments in both fixed rate and floating rate interest earning securities carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than predicted if interest rates fall. At January 30, 2021, our investment portfolio balance was $0.

Foreign Currency Exchange Risk. All of our sales and the majority of our expenses are denominated in U.S. dollars. Since we operate in many countries, a percentage of our international operational expenses are denominated in foreign currencies and exchange volatility could positively or negatively impact those operating costs. Increases in the value of the U.S. dollar relative to other currencies could make our products more expensive, which could negatively impact our ability to compete. Conversely, decreases in the value of the U.S. dollar relative to other currencies could result in our suppliers raising their prices to continue doing business with us. Additionally, we may hold certain assets and liabilities, including potential tax liabilities, in local currency on our consolidated balance sheet. These tax liabilities would be settled in local currency. Therefore, foreign exchange gains and losses from remeasuring the tax liabilities are recorded to interest and other income, net. We do not believe that foreign exchange volatility has a material impact on our current business or results of operations. However, fluctuations in currency exchange rates could have a greater effect on our business or results of operations in the future to the extent our expenses increasingly become denominated in foreign currencies.

We may enter into foreign currency forward and option contracts with financial institutions to protect against foreign exchange risks associated with certain existing assets and liabilities, certain firmly committed transactions, forecasted future cash flows and net investments in foreign subsidiaries. However, we may choose not to hedge certain foreign exchange exposures for a variety of reasons, including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures.

To provide an assessment of the foreign currency exchange risk associated with our foreign currency exposures within operating expense, we performed a sensitivity analysis to determine the impact that an adverse change in exchange rates would have on our financial statements. If the U.S. dollar weakened by 10%, our operating expense could increase by approximately 2%.

Item 8. ***Financial Statements and Supplementary Data***

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Marvell Technology Group Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Marvell Technology Group Ltd. and subsidiaries (the "Company") as of January 30, 2021, and February 1, 2020, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended January 30, 2021, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of January 30, 2021, and February 1, 2020, and the results of its operations and its cash flows for each of the three years in the period ended January 30, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 30, 2021, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 16, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Acquired Intangible Assets — Refer to Notes 5 and 6 to the financial statements

Description of the Matter

The Company regularly analyzes the results of its business to determine whether events or circumstances exist that indicate the carrying amount of long-lived assets and intangible assets may not be fully recoverable. During the quarter ended August 1, 2020, the Company recognized an impairment of acquired intangible assets as a result of the decision to change the scope of its server processor product line in response to changes in the associated market. As a result of such assessment, the Company determined the carrying amounts of certain acquired intangible assets were not recoverable and recorded an impairment for $86 million.

We identified the impairment of Acquired Intangible Assets as a critical audit matter because of the significant estimates and assumptions management made in determining that the carrying amounts of certain impacted assets were not recoverable. Specifically, performing audit procedures to evaluate the reasonableness of management's assessment and the determination that the assets have no alternative future use, required a high degree of auditor judgment and an increased extent of effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to acquired intangible assets impairment assessment, specifically as they relate to the assumption that the assets have no alternative future use included the following, among others:

- We tested the effectiveness of internal controls over the intangible assets impairment assessment.
- We evaluated the reasonableness of management’s rationale used in developing their judgement that the assets did not have alternative future use.
- We held discussions with various engineers to understand how the impacted intangible assets were used in production and compared this with management’s assessment.
- We inspected management’s forecast to determine if the forecast was consistent with discussions held with management and engineers regarding the change in the scope of the server processor product line.
- We evaluated whether the audit evidence obtained through these procedures was consistent with evidence obtained in other areas of the audit.

Inventories - Provisions for Excess Inventories — Refer to Note 2 to the financial statements

Description of the Matter

Management writes down excess inventories based upon a regular analysis of inventory on hand compared to historical and forecasted demand. Management’s estimates of forecasted demand are based upon analysis and assumptions including, but not limited to, expected product lifecycles and development plans, expected customer orders, projected market conditions, and historical usage by product. As of January 30, 2021, the Company's consolidated inventories balance was $268 million.

We identified the valuation of inventory as a critical audit matter because of the significant assumptions management makes with regards to estimating the excess write downs and the potential amplification of those judgments in periods of market uncertainty, including the business impacts of COVID 19. Specifically, due to the ongoing market uncertainty, including the business impacts of COVID 19, performing audit procedures to evaluate the reasonableness of management’s estimates of forecasted demand, required a high degree of auditor judgment and an increased extent of effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management’s estimates of forecasted demand used in the valuation of inventory included the following, among others:

- We tested the effectiveness of internal controls over management’s provisions for excess inventories, including internal controls designed to review and approve forecasted demand and the underlying assumptions regarding expected product lifecycles, product development plans, expected customer orders, projected market conditions, and historical usage by product.
- We evaluated management’s ability to accurately estimate forecasted demand by comparing estimates made in prior periods to the historical actual results for those same periods
- We made inquiries of business unit managers throughout the period as well as executives, sales, and operations personnel about the expected product lifecycles and product development plans and historical usage by product and compared expectations to actual developments over the period.
- We selected a sample of inventory products and tested the forecasted demand by comparing internal and external information (e.g. historical usage, contracts, communications with customers, macroeconomic conditions, etc.) with the Company’s forecasted demand.
- We considered, when relevant, the existence of contradictory evidence based on reading of internal communications to management and the board of directors, Company press releases, and analysts' reports, as well as our observations and inquires as to changes within the business and evidence obtained through other areas of the audit.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
March 16, 2021

We have served as the Company’s auditor since 2016.

MARVELL TECHNOLOGY GROUP LTD.

CONSOLIDATED BALANCE SHEETS
(In thousands, except par value per share)

	January 30, 2021	February 1, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 748,467	$ 647,604
Accounts receivable, net	536,668	492,346
Inventories	268,228	322,980
Prepaid expenses and other current assets	63,782	74,567
Total current assets	1,617,145	1,537,497
Property and equipment, net	326,125	357,092
Goodwill	5,336,961	5,337,405
Acquired intangible assets, net	2,270,700	2,764,600
Deferred tax assets	672,424	639,791
Other non-current assets	541,569	496,850
Total assets	$ 10,764,924	$ 11,133,235
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 252,419	$ 213,747
Accrued liabilities	435,616	346,639
Accrued employee compensation	189,421	149,780
Short-term debt	199,641	—
Total current liabilities	1,077,097	710,166
Long-term debt	993,170	1,439,024
Other non-current liabilities	258,853	305,465
Total liabilities	2,329,120	2,454,655
Commitments and contingencies (Note 12)		
Shareholders' equity:		
Preferred stock, $0.002 par value; 8,000 shares authorized; no shares issued and outstanding	—	—
Common stock, $0.002 par value; 992,000 shares authorized; 675,402 and 663,481 shares issued and outstanding in fiscal 2021 and 2020, respectively	1,350	1,328
Additional paid-in capital	6,331,013	6,135,939
Retained earnings	2,103,441	2,541,313
Total shareholders' equity	8,435,804	8,678,580
Total liabilities and shareholders' equity	$ 10,764,924	$ 11,133,235

See accompanying Notes to Consolidated Financial Statements.

MARVELL TECHNOLOGY GROUP LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Net revenue	$ 2,968,900	$ 2,699,161	$ 2,865,791
Cost of goods sold	1,480,550	1,342,220	1,407,399
Gross profit	1,488,350	1,356,941	1,458,392
Operating expenses:			
Research and development	1,072,740	1,080,391	914,009
Selling, general and administrative	467,240	464,580	424,360
Legal settlement	36,000	—	—
Restructuring related charges	170,759	55,328	76,753
Total operating expenses	1,746,739	1,600,299	1,415,122
Operating income (loss)	(258,389)	(243,358)	43,270
Interest income	2,599	4,816	11,926
Interest expense	(69,264)	(85,631)	(60,362)
Other income, net	2,886	1,122,555	519
Interest and other income (loss), net	(63,779)	1,041,740	(47,917)
Income (loss) before income taxes	(322,168)	798,382	(4,647)
Provision (benefit) for income taxes	(44,870)	(786,009)	174,447
Net income (loss)	$ (277,298)	$ 1,584,391	$ (179,094)
Net income (loss) per share - basic	$ (0.41)	$ 2.38	$ (0.30)
Net income (loss) per share - diluted	$ (0.41)	$ 2.34	$ (0.30)
Weighted-average shares:			
Basic	668,772	664,709	591,232
Diluted	668,772	676,094	591,232

See accompanying Notes to Consolidated Financial Statements.

MARVELL TECHNOLOGY GROUP LTD.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Net income (loss)	$ (277,298)	$ 1,584,391	$ (179,094)
Other comprehensive income (loss), net of tax:			
Net change in unrealized gain (loss) on marketable securities	—	—	2,322
Other comprehensive income (loss), net of tax	—	—	2,322
Comprehensive income (loss), net of tax	$ (277,298)	$ 1,584,391	$ (176,772)

See accompanying Notes to Consolidated Financial Statements.

MARVELL TECHNOLOGY GROUP LTD.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands, except per share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Amount				
Balance at February 3, 2018	495,913	$ 991	$ 2,733,292	$ (2,322)	$ 1,409,452	$ 4,141,413
Effect of revenue recognition accounting change	—	—	—	—	34,218	34,218
Issuance of ordinary shares in connection with equity incentive plans	14,164	29	101,140	—	—	101,169
Tax withholdings related to net share settlement of restricted stock units	—	—	(54,934)	—	—	(54,934)
Share-based compensation	—	—	184,956	—	—	184,956
Common stock issued to Cavium common stockholders	153,376	307	3,272,746	—	—	3,273,053
Stock consideration for Cavium accelerated awards	1,102	2	7,802	—	—	7,804
Equity related issuance cost	—	—	(2,927)	—	—	(2,927)
Replacement equity awards attributable to pre-acquisition service	—	—	50,485	—	—	50,485
Repurchase of common stock	(6,041)	(12)	(103,962)	—	—	(103,974)
Cash dividends declared and paid (cumulatively $0.24 per share)	—	—	—	—	(148,081)	(148,081)
Net loss	—	—	—	—	(179,094)	(179,094)
Other comprehensive loss	—	—	—	2,322	—	2,322
Balance at February 2, 2019	658,514	1,317	6,188,598	—	1,116,495	7,306,410
Issuance of ordinary shares in connection with equity incentive plans	19,453	40	147,013	—	—	147,053
Tax withholdings related to net share settlement of restricted stock units	—	—	(98,293)	—	—	(98,293)
Share-based compensation	—	—	243,937	—	—	243,937
Issuance of warrant for common stock	—	—	3,407	—	—	3,407
Replacement equity awards attributable to pre-acquisition service	—	—	15,520	—	—	15,520
Repurchase of common stock	(14,486)	(29)	(364,243)	—	—	(364,272)
Cash dividends declared and paid (cumulatively $0.24 per share)	—	—	—	—	(159,573)	(159,573)
Net income	—	—	—	—	1,584,391	1,584,391
Balance at February 1, 2020	663,481	1,328	6,135,939	—	2,541,313	8,678,580
Issuance of ordinary shares in connection with equity incentive plans	13,172	25	86,648	—	—	86,673
Tax withholdings related to net share settlement of restricted stock units	—	—	(108,089)	—	—	(108,089)
Share-based compensation	—	—	241,714	—	—	241,714
Repurchase of common stock	(1,251)	(3)	(25,199)	—	—	(25,202)
Cash dividends declared and paid (cumulatively $0.24 per share)	—	—	—	—	(160,574)	(160,574)
Net loss	—	—	—	—	(277,298)	(277,298)
Balance at January 30, 2021	675,402	$ 1,350	$ 6,331,013	$ —	$ 2,103,441	$ 8,435,804

See accompanying Notes to Consolidated Financial Statements.

MARVELL TECHNOLOGY GROUP LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Cash flows from operating activities:			
Net income (loss)	$ (277,298)	$ 1,584,391	$ (179,094)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	197,912	156,658	123,983
Share-based compensation	241,539	242,207	184,064
Amortization of acquired intangible assets	443,616	368,082	183,318
Amortization of inventory fair value adjustment associated with acquisitions	17,284	55,826	223,372
Amortization of deferred debt issuance costs and debt discounts	10,026	6,763	11,354
Restructuring related impairment charges (gain)	130,903	17,571	(200)
Deferred income taxes	(39,491)	(785,158)	118,647
Loss (gain) on sale of business	—	(1,121,709)	1,592
Other expense, net	24,923	26,448	4,154
Changes in assets and liabilities:			
Accounts receivable	(44,322)	11,244	(99,044)
Inventories	29,913	12,759	4,348
Prepaid expenses and other assets	(41,634)	(54,138)	(11,685)
Accounts payable	39,663	1,658	(6,493)
Accrued liabilities and other non-current liabilities	44,612	(182,893)	85,027
Accrued employee compensation	39,641	20,588	(46,599)
Net cash provided by operating activities	817,287	360,297	596,744
Cash flows from investing activities:			
Purchases of available-for-sale securities	—	—	(14,956)
Sales of available-for-sale securities	—	18,832	623,896
Maturities of available-for-sale securities	—	—	187,985
Purchases of time deposits	—	—	(25,000)
Maturities of time deposits	—	—	175,000
Purchases of technology licenses	(12,708)	(4,712)	(11,540)
Purchases of property and equipment	(106,798)	(81,921)	(75,921)
Proceeds from sales of property and equipment	738	620	43,525
Cash payment for acquisitions, net of cash and cash equivalents acquired	—	(1,071,079)	(2,649,465)
Net proceeds from sale of business	—	1,698,783	(3,352)
Other, net	(876)	(1,677)	(2,725)
Net cash provided by (used in) investing activities	(119,644)	558,846	(1,752,553)
Cash flows from financing activities:			
Repurchases of common stock	(25,202)	(364,272)	(103,974)
Proceeds from employee stock plans	86,635	147,276	100,961
Tax withholding paid on behalf of employees for net share settlement	(108,094)	(98,302)	(54,939)
Dividend payments to shareholders	(160,574)	(159,573)	(148,081)
Payments on technology license obligations	(100,018)	(72,266)	(69,157)
Proceeds from issuance of debt	—	950,000	1,892,605
Principal payments of debt	(250,000)	(1,250,000)	(756,128)
Payment of equity and debt financing costs	(38,023)	—	(11,550)
Other, net	(1,504)	(6,812)	—
Net cash provided by (used in) in financing activities	(596,780)	(853,949)	849,737
Net increase (decrease) in cash and cash equivalents	100,863	65,194	(306,072)
Cash and cash equivalents at beginning of the year	647,604	582,410	888,482
Cash and cash equivalents at end of the year	$ 748,467	$ 647,604	$ 582,410

See accompanying Notes to Consolidated Financial Statements.

Note 1 — Basis of Presentation

The Company

Marvell Technology Group Ltd., a Bermuda exempted company, and its subsidiaries (the "Company"), is a fabless semiconductor provider of high-performance application-specific standard products. The Company's core strength is the development of complex System-on-a-Chip devices, leveraging its extensive technology portfolio of intellectual property in the areas of analog, mixed-signal, digital signal processing, and embedded and standalone integrated circuits. The Company also develops platforms that it defines as integrated hardware along with software that incorporates digital computing technologies designed and configured to provide an optimized computing solution. The Company's broad product portfolio includes devices for networking and storage.

Basis of Presentation

The Company's fiscal year is the 52- or 53-week period ending on the Saturday closest to January 31. Accordingly, every fifth or sixth fiscal year will have a 53-week period. The additional week in a 53-week year is added to the fourth quarter, making such quarter consist of 14 weeks. Fiscal 2021, fiscal 2020 and fiscal 2019 each had a 52-week period. Certain prior period amounts have been reclassified to conform to current year presentation.

On October 29, 2020, the Company entered into a merger agreement (the "Merger Agreement") with Inphi Corporation ("Inphi"), whereby the Company will pay Inphi's stockholders $66 per share in cash and 2.323 common shares for each Inphi share, which represented purchase consideration of approximately $10.0 billion as of that date. The Company intends to fund the cash consideration with $4.25 billion in debt financing, and has obtained commitments consisting of a $2.5 billion bridge loan commitment, a $875 million 3-year term loan facility commitment and a $875 million 5-year term loan facility commitment from JP Morgan Chase Bank, N.A., in each case subject to customary terms and conditions. The transaction is not subject to financing conditions. As of January 30, 2021, there was $33.4 million of associated deferred debt financing and equity issuance costs, of which $11.7 million is included in prepaid expenses and other current assets, and $21.7 million is included in other non-current assets on the accompanying consolidated balance sheet as of January 30, 2021.

The transaction is expected to close in the second half of calendar 2021, pending approval by Inphi's and the Company's stockholders, as well as regulatory approval and satisfaction of other customary closing conditions. As a result of the transaction, the parent company will be domiciled in the United States upon closing of the transaction. For periods after closing, the combined company will be subject to taxation in the United States, which may adversely impact the Company's future effective tax rates and tax liabilities. A fee of up to $460.0 million may be payable by the Company or $300.0 million payable by Inphi upon termination of the transaction, as more fully described in the Merger Agreement. If the Merger Agreement is terminated due to failure to obtain stockholder approval, the party whose stockholders did not approve the transaction will be obligated to reimburse the other party up to $25.0 million for its merger related fees and costs.

Note 2 — Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to performance-based compensation, revenue recognition, provisions for sales returns and allowances, inventory excess and obsolescence, investment fair values, goodwill and other intangible assets, restructuring, income taxes, litigation and other contingencies. Actual results could differ from these estimates, and such differences could affect the results of operations reported in future periods. In the current macroeconomic environment affected by COVID-19, these estimates require increased judgment and carry a higher degree of variability and volatility. As events continue to evolve and additional information becomes available, these estimates may change materially in future periods.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company accounts and transactions have been eliminated. The functional currency of the Company and its subsidiaries is the U.S. dollar.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of cash on deposit with banks and time deposits.

Concentration of Credit Risk and Significant Customers

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist principally of cash equivalents and accounts receivable. Cash and cash equivalents are maintained with high-quality financial institutions, the composition and maturities of which are regularly monitored by management. The Company believes that the concentration of credit risk in its trade receivables is substantially mitigated by the Company's credit evaluation process, relatively short collection terms and the high level of credit worthiness of its customers. The Company performs ongoing credit evaluations of its customers' financial conditions and limits the amount of credit extended when deemed necessary based upon payment history and the customer's current credit worthiness, but generally requires no collateral. The Company regularly reviews the allowance for bad debt and doubtful accounts by considering factors such as historical experience, credit quality, reasonable and supportable forecasts, age of the accounts receivable balances and current economic conditions that may affect a customer's ability to pay.

The Company's accounts receivable was concentrated with four customers at January 30, 2021, who comprise a total of 53% of gross accounts receivable, compared with four customers at February 1, 2020, who represented 38% of gross accounts receivable, respectively. This presentation is at the customer consolidated level.

Historically, a relatively small number of customers have accounted for a significant portion of our net revenue. During fiscal 2021, there was no net revenue attributable to one customer, other than one distributor, whose revenue was 10% or greater of total net revenues. Net revenue attributable to significant customers whose revenues as a percentage of net revenue was 10% or greater of total net revenues is presented in the following table:

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Customer:			
Western Digital	*	*	12 %
Toshiba **	*	*	11 %
Seagate	*	*	10 %
Distributor:			
Wintech	13 %	12 %	*

* Less than 10% of net
** The percentage of net revenue reported for Toshiba for fiscal year 2019 excludes net revenue of Toshiba Memory Corporation after Toshiba divested Toshiba Memory Corporation during fiscal year 2019.

The Company continuously monitors the creditworthiness of its distributors and believes these distributors' sales to diverse end customers and to diverse geographies further serve to mitigate the Company's exposure to credit risk.

Inventories

Inventory is stated at the lower of cost or net realizable value, cost being determined under the first-in, first-out method. The total carrying value of the Company's inventory is reduced for any difference between cost and estimated net realizable value of inventory that is determined to be excess, obsolete or unsellable inventory based upon assumptions about future demand and market conditions. If actual future demand for the Company's products is less than currently forecasted, the Company may be required to write inventory down below the current carrying value. Once the carrying value of inventory is reduced, it is maintained until the product to which it relates is sold or otherwise disposed. Inventoriable shipping and handling costs are classified as a component of cost of goods sold in the consolidated statements of operations.

Property and Equipment, Net

Property and equipment, net, are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which ranges from 2 to 7 years for machinery and equipment, and 3 to 4 years for computer software, and furniture and fixtures. Buildings are depreciated over an estimated useful life of 30 years and building improvements are depreciated over estimated useful lives of 15 years. Leasehold improvements are depreciated over the shorter of the remaining lease term or the estimated useful life of the asset.

Goodwill

Goodwill is recorded when the consideration paid for a business acquisition exceeds the fair value of net tangible and intangible assets acquired. Goodwill is measured and tested for impairment annually on the last business day of the fiscal fourth quarter and whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount or the Company may determine to proceed directly to the quantitative impairment test.

If the Company assesses qualitative factors and concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying amount or if the Company determines not to use the qualitative assessment, then a quantitative impairment test is performed. The quantitative impairment test requires comparing the fair value of the reporting unit to its carrying value, including goodwill. The Company has identified that its business operates as a single operating segment with two components (Networking and Storage), which it has concluded can be aggregated into a single reporting unit for purposes of testing goodwill impairment. An impairment exists if the fair value of the reporting unit is lower than its carrying value. If the fair value of the reporting unit is lower than its carrying value, the Company would record an impairment loss in the fiscal quarter in which the determination is made.

Long-Lived Assets and Intangible Assets

The Company assesses the impairment of long-lived assets and intangible assets whenever events or changes in circumstances indicate that the carrying amount of long-lived assets may not be recoverable. The Company estimates the future cash flows, undiscounted and without interest charges, expected to be generated by the assets from its use or eventual disposition. If the sum of the expected undiscounted future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Please see “Note 5 - Goodwill and Acquired Intangible Assets, Net” for further details regarding impairment of acquisition-related identified intangible assets.

Acquisition-related identified intangible assets are amortized on a straight-line basis over their estimated economic lives, except for certain customer contracts and related relationships, which are amortized using an accelerated method of amortization over the expected customer lives. In-process research and development (“IPR&D”) is not amortized until the completion of the related development.

Leases

The Company determines if an arrangement is a lease at inception. Operating lease right-of-use (“ROU”) assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Operating lease ROU assets also include any initial direct costs and prepayments less lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. As the Company's leases do not provide an implicit rate, the Company uses its collateralized incremental borrowing rate based on the information available at the lease commencement date, including lease term, in determining the present value of lease payments. Lease expense for these leases is recognized on a straight line basis over the lease term.

Foreign Currency Transactions

The functional currency of all of the Company’s non-United States (“U.S.”) operations is the U.S. dollar. Monetary accounts maintained in currencies other than the U.S. dollar are re-measured using the foreign exchange rate at the balance sheet date. Operational accounts and nonmonetary balance sheet accounts are measured and recorded at the exchange rate in effect at the date of the transaction. The effects of foreign currency re-measurement are reported in current operations.

Revenue Recognition

Product revenue is recognized at a point in time when control of the asset is transferred to the customer. Substantially all of the Company's revenue is derived from product sales. The Company recognizes revenue when it satisfies a performance obligation by transferring control of a product to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For product revenue, the performance obligation is deemed to be the delivery of the product and therefore, the revenue is generally recognized upon shipment to customers, net of accruals for estimated sales returns and rebates. These estimates are based on historical returns analysis and other known factors. The Company accounts for rebates by recording reductions to revenue for rebates in the same period that the related revenue is recorded. The amount of these reductions is based upon the terms agreed to with the customer. Product revenue on sales made to distributors with price protection, price discounts and stock rotation rights is recognized upon shipment to distributors, with an accrual for the variable consideration aspect of sales to distributors, estimated based on historical experience, including estimates for price discounts, price protection, rebates, and stock rotation programs.

A portion of the Company's net revenue is derived from sales through third-party logistics providers who maintain warehouses in close proximity to our customer's facilities. Revenue from sales through these third-party logistics providers is not recognized until the product is pulled from stock by the customer.

The Company's products are generally subject to warranty, which provides for the estimated future costs of replacement upon shipment of the product. The Company's products carry a standard one-year warranty, with certain exceptions in which the warranty period can extend to more than one year based on contractual agreements. The warranty accrual is estimated primarily based on historical claims compared to historical revenues and assumes that the Company will have to replace products subject to a claim. From time to time, the Company becomes aware of specific warranty situations, and it records specific accruals to cover these exposures. Warranty expenses were not material for the periods presented.

Business Combinations

The Company allocates the fair value of the purchase consideration of its acquisitions to the tangible assets, liabilities, and intangible assets acquired, including IPR&D, based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. IPR&D is initially capitalized at fair value as an intangible asset with an indefinite life and assessed for impairment thereafter. When an IPR&D project is completed, the IPR&D is reclassified as an amortizable purchased intangible asset and amortized over the asset's estimated useful life. Acquisition-related expenses and related restructuring costs are recognized separately from the business combination and are expensed as incurred.

Advertising Expense

Advertising costs are expensed as incurred. The Company recorded $0.6 million, $0.8 million and $0.2 million of advertising costs for fiscal 2021, 2020 and 2019, respectively, included in selling, general and administrative expenses in the consolidated statements of operations.

Share-Based Compensation

Share-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite service vesting period. The Company amortizes share-based compensation expense for time-based awards under the straight-line attribution method over the vesting period. Share-based compensation expense for performance-based awards is recognized when it becomes probable that the performance conditions will be met. The Company amortizes share-based compensation expense for performance-based awards using the accelerated method.

The fair value of each restricted stock unit is estimated based on the market price of the Company's common shares on the date of grant less the expected dividend yield.

The Company estimates the fair value of stock purchase awards on the date of grant using the Black Scholes option-pricing model. The fair value of performance-based awards based on total shareholder return ("TSR") and value creation ("VCA") awards are estimated on the date of grant using a Monte Carlo simulation model.

Forfeitures are recorded when they occur. Previously recognized expense is reversed for the portion of awards forfeited prior to vesting as and when forfeitures occur.

Comprehensive Income (Loss)

Comprehensive income (loss), net of tax is comprised of net income and net change in unrealized gains and losses, on available-for-sale securities and cash flow hedges.

Accounting for Income Taxes

The Company estimates its income taxes in the jurisdictions in which it operates. This process involves estimating the Company's actual tax exposure together with assessing temporary differences resulting from the differing treatment of certain items for tax return and financial statement purposes. These differences result in deferred tax assets and liabilities, which are included in the Company's consolidated balance sheets.

The Company recognizes income taxes using an asset and liability approach. This approach requires the recognition of taxes payable or refundable for the current year, and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. The measurement of current and deferred taxes is based on provisions of the enacted tax law and the effects of future changes in tax laws or rates are not anticipated.

Evaluating the need for an amount of a valuation allowance for deferred tax assets requires judgment and analysis of all the positive and negative evidence available, including cumulative losses in recent years and projected future taxable income, to determine whether all or some portion of the deferred tax assets will not be realized. Using available evidence and judgment, the Company establishes a valuation allowance for deferred tax assets, when it determines that it is more likely than not that they will not be realized. Valuation allowances have been provided primarily against the U.S. research and development credits. Valuation allowances have also been provided against certain acquired net operating losses and the deferred tax assets of foreign subsidiaries. A change in the assessment of the realizability of deferred tax assets may materially impact the Company's tax provision in the period in which a change occurs. Taxes due on future Global Intangible Low-Taxed Income (GILTI) inclusions in U.S. are recognized as a current period expense when incurred.

As a multinational corporation, the Company conducts its business in many countries and is subject to taxation in many jurisdictions. The taxation of the business is subject to the application of various and sometimes conflicting tax laws and regulations as well as multinational tax conventions. The Company's effective tax rate is highly dependent upon the geographic distribution of the Company's worldwide earnings or losses, the tax laws and regulations in various localities, the availability of tax incentives, tax credits and loss carryforwards, and the effectiveness of the Company's tax planning strategies, including the Company's estimates of the fair value of its intellectual property. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, and the evolution of regulations and court rulings. Consequently, taxing authorities may impose tax assessments or judgments against us that could materially affect the Company's tax liability and/or effective income tax rate.

The Company is subject to income tax audits by tax authorities in the jurisdictions in which it operates. The Company recognizes the effect of income tax positions only if these positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount that is more than 50% likely to be realized. Changes in judgment regarding the recognition or measurement of uncertain tax positions are reflected in the period in which the change occurs. The Company records interest and penalties related to unrecognized tax benefits in income tax expense. The calculation of the Company's tax liabilities involves the inherent uncertainty associated with complex tax laws. The Company believes it has adequately provided for in its financial statements additional taxes that it estimates may be required to be paid as a result of such examinations. While the Company believes that it has adequately provided for all tax positions, amounts asserted by tax authorities could be greater or less than its accrued position. Unpaid tax liabilities, including the interest and penalties, are released pursuant to a final settlement with tax authorities, completion of audit or expiration of various statutes of limitation. The material jurisdictions in which the Company may be subject to potential examination by tax authorities throughout the world include China, India, Israel, Singapore, Germany, and the United States.

The recognition and measurement of current taxes payable or refundable, and deferred tax assets and liabilities require that the Company make certain estimates and judgments. Changes to these estimates or judgments may have a material effect on the Company's tax provision in a future period.

Recent Accounting Pronouncements

Accounting Pronouncements Recently Adopted

In June 2016, the FASB issued a new standard requiring financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The standard eliminates the threshold for initial recognition in current GAAP and reflects an entity’s current estimate of all expected credit losses. The measurement of expected credit losses is based on historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the financial assets. The new standard was adopted by the Company on February 2, 2020 and did not have a material effect on the Company's consolidated financial statements.

In August 2018, the FASB issued an accounting standards update to align the requirements for capitalizing implementation costs incurred in a software hosting arrangement that is a service contract and costs to develop or obtain internal-use software. The new standard was adopted by the Company on February 2, 2020 on a prospective basis and did not have a material effect on the Company's consolidated financial statements.

In August 2018, the FASB issued an accounting standards update that modifies the disclosure requirements on fair value measurements. The new guidance adds, modifies and removes certain fair value measurement disclosure requirements. The new standard was adopted by the Company on February 2, 2020 and did not have a material effect on the Company's consolidated financial statements.

In November 2018, the FASB issued an accounting standards update that clarifies when transactions between participants in a collaborative arrangement are within the scope of the new revenue recognition standard that the Company adopted at the beginning of fiscal 2019. The new standard was adopted by the Company on February 2, 2020 and did not have a material effect on the Company's consolidated financial statements.

Accounting Pronouncements Not Yet Effective

In December 2019, the FASB issued an accounting standards update that simplifies the accounting for income taxes by eliminating certain exceptions related to the approach for intraperiod tax allocation and modified the methodology for calculating income taxes in an interim period. It also clarifies and simplifies other aspects of the accounting for income taxes. The guidance is effective for the Company beginning in the first quarter of fiscal year 2022, with early adoption permitted. The new standard was adopted by the Company on January 31, 2021 on a prospective basis and is not expected to have a material effect on the Company's consolidated financial statements.

Note 3 — Revenue

Disaggregation of Revenue

The majority of the Company's revenue is generated from sales of the Company’s products.

The following table summarizes net revenue disaggregated by product group (in thousands, except percentages):

	Year Ended January 30, 2021	% of Total	Year Ended February 1, 2020	% of Total	Year Ended February 2, 2019	% of Total
Net revenue by product group:						
Networking (1)	$ 1,683,294	57 %	$ 1,377,635	51 %	$ 1,313,439	46 %
Storage (2)	1,151,874	39 %	1,137,766	42 %	1,376,697	48 %
Other (3)	133,732	4 %	183,760	7 %	175,655	6 %
	$ 2,968,900		$ 2,699,161		$ 2,865,791	

(1) Networking products are comprised primarily of Ethernet Solutions, Embedded Processors and Custom ASICs.
(2) Storage products are comprised primarily of Storage Controllers and Fibre Channel Adapters.
(3) Other products are comprised primarily of Printer Solutions.

The following table summarizes net revenue disaggregated by primary geographical market based on destination of shipment (in thousands, except percentages):

	Year Ended January 30, 2021	% of Total	Year Ended February 1, 2020	% of Total	Year Ended February 2, 2019	% of Total
Net revenue based on destination of shipment:						
China	$ 1,268,820	43 %	$ 1,071,028	40 %	$ 1,189,928	42 %
United States	321,448	11 %	258,827	10 %	251,905	9 %
Malaysia	254,053	9 %	226,358	8 %	372,817	13 %
Thailand	251,408	8 %	230,218	9 %	165,923	6 %
Philippines	166,734	6 %	221,566	8 %	235,921	8 %
Japan	142,554	5 %	162,399	6 %	162,767	6 %
Others	563,883	18 %	528,765	19 %	486,530	16 %
	$ 2,968,900		$ 2,699,161		$ 2,865,791	

These destinations of shipment are not necessarily indicative of the geographic location of the Company's end customers or the country in which the Company's end customers sell devices containing the Company's products. For example, a substantial majority of the shipments made to China relate to sales to non-China based customers that have factories or contract manufacturing operations located within China.

The following table summarizes net revenue disaggregated by customer type (in thousands, except percentages):

	Year Ended January 30, 2021	% of Total	Year Ended February 1, 2020	% of Total	Year Ended February 2, 2019	% of Total
Net revenue by customer type:						
Direct customers	$ 2,213,645	75 %	$ 2,041,089	76 %	$ 2,197,209	77 %
Distributors	755,255	25 %	658,072	24 %	668,582	23 %
	$ 2,968,900		$ 2,699,161		$ 2,865,791	

Contract Liabilities

Contract liabilities consist of the Company's obligation to transfer goods or services to a customer for which the Company has received consideration or the amount is due from the customer. As of January 30, 2021, contract liability balances are comprised of variable consideration estimated based on a portfolio basis using the expected value methodology based on analysis of historical data, current economic conditions, and contractual terms. Variable consideration estimates consist of the estimated returns, price discounts, price protection, rebates, and stock rotation programs. As of the end of a reporting period, some of the performance obligations associated with contracts will have been unsatisfied or only partially satisfied. In accordance with the practical expedients available in the guidance, the Company does not disclose the value of unsatisfied performance obligations for contracts with an original expected duration of one year or less. Contract liabilities are included in accrued liabilities in the consolidated balance sheets.

The opening balance of contract liabilities at the beginning of fiscal year 2021 was $111.5 million. During the year ended January 30, 2021, contract liabilities increased by $875.0 million associated with variable consideration estimates, offset by $805.5 million decrease in such reserves primarily due to credit memos issued to customers. The ending balance of contract liabilities at the end of fiscal year 2021 was $181.0 million. The amount of revenue recognized during the year ended January 30, 2021 that was included in the contract liabilities balance at February 1, 2020 was not material.

Sales Commissions

The Company has elected to apply the practical expedient to expense commissions when incurred as the amortization period is typically one year or less. These costs are recorded in selling, general and administrative expenses in the consolidated statements of operations.

Note 4 — Business Combinations

Avera

On November 5, 2019, the Company completed the acquisition of Avera, the ASIC business of GlobalFoundries. Avera is a leading provider of ASIC semiconductor solutions. The Company acquired Avera to expand its ASIC design capabilities. Total purchase consideration consisted of cash consideration paid to GlobalFoundries of $593.5 million, net of working capital and other adjustments. An additional $90 million in cash would have been paid to acquire additional assets if certain conditions were satisfied. In July 2020, GlobalFoundries and the Company agreed to terminate this requirement to acquire the additional assets.

The factors contributing to the recognition of goodwill were based upon the Company's conclusion that there are strategic and synergistic benefits that are expected to be realized from the acquisition. A portion of the goodwill recorded for the Avera acquisition is deductible for tax purposes.

The purchase price allocation is as follows (in thousands):

	Previously Reported February 1, 2020 (Provisional)	Measurement Period Adjustment	January 30, 2021
Inventories	$ 106,465	$ —	$ 106,465
Prepaid expenses and other current assets	17,495	—	17,495
Property and equipment, net	25,677	—	25,677
Acquired intangible assets, net	379,000	—	379,000
Other non-current assets	6,870	—	6,870
Goodwill	129,392	606	129,998
Accrued liabilities	(64,155)	—	(64,155)
Deferred tax liabilities	(6,594)	(606)	(7,200)
Other non-current liabilities	(650)	—	(650)
	$ 593,500	$ —	$ 593,500

The previously reported provisional amounts presented in the table above pertained to the preliminary purchase price allocation reported in the Company's Form 10-K for the year ended February 1, 2020. The measurement period adjustments were primarily related to changes in estimates related to final agreement of tax-related purchase price allocations with the seller. The Company does not believe that the measurement period adjustments had a material impact on its consolidated statements of operations, balance sheets or cash flows in any periods reported.

In fiscal year 2020, the Company incurred total acquisition related costs of $5.7 million which were recorded in selling, general and administrative expense in the consolidated statements of operations.

Aquantia Corp

On September 19, 2019, the Company completed the acquisition of Aquantia. Aquantia is a manufacturer of high-speed transceivers which includes copper and optical physical layer products. The Company acquired Aquantia to further its position in automotive in-vehicle networking and strengthen its multi-gig ethernet PHY portfolio for enterprise infrastructure, data center and access applications. In accordance with the terms of the Agreement and Plan of Merger dated May 6, 2019, by and among the Company and Aquantia (the “Aquantia merger agreement”), the Company acquired all outstanding shares of common stock of Aquantia (the “Aquantia shares”) for $13.25 per share in cash. The merger consideration was funded with a combination of cash on hand and funds from the Company's revolving line of credit (“2018 Revolving Credit Facility”). See “Note 11 - Debt” for additional information.

The following table summarizes the total merger consideration (in thousands):

Cash consideration to Aquantia common stockholders	$ 479,547
Cash consideration - director, employee & consultant grant accelerations and payout for employee stock purchase plan	7,122
Stock consideration for replacement equity awards attributable to pre-combination service	15,520
Total merger consideration	$ 502,189

The factors contributing to the recognition of goodwill were based upon the Company's conclusion that there are strategic and synergistic benefits that are expected to be realized from the acquisition. Goodwill recorded for the Aquantia acquisition is not expected to be deductible for tax purposes.

The purchase price allocation is as follows (in thousands):

	Previously Reported February 1, 2020 (Provisional)	Measurement Period Adjustment	January 30, 2021
Cash and short-term investments	$ 27,914	$ —	$ 27,914
Inventory	33,900	—	33,900
Goodwill	227,594	(1,049)	226,545
Acquired intangible assets	193,000	—	193,000
Other non-current assets	35,123	1,049	36,172
Accrued liabilities	(21,813)	—	(21,813)
Other, net	6,471	—	6,471
	$ 502,189	$ —	$ 502,189

The previously reported provisional amounts presented in the table above pertained to the preliminary purchase price allocation reported in the Company's Form 10-K for the year ended February 1, 2020. The measurement period adjustments were primarily related to changes in estimates related to finalizing Aquantia's U.S. tax return. The Company does not believe that the measurement period adjustments had a material impact on its consolidated statements of operations, balance sheets or cash flows in any periods reported.

In fiscal year 2020, the Company incurred total acquisition related costs of $5.3 million which were recorded in selling, general and administrative expense in the consolidated statements of operations.

Cavium Inc

On July 6, 2018, the Company completed the acquisition of Cavium (the “Cavium acquisition”). Cavium is a provider of highly integrated semiconductor processors that enable intelligent processing for wired and wireless infrastructure and cloud for networking, communications, storage and security applications. The Cavium acquisition was primarily intended to create an opportunity for the combined company to emerge as a leader in infrastructure solutions. In accordance with the terms of the Agreement and Plan of Merger, dated as of November 19, 2017, by and among the Company and Cavium (the “Cavium merger agreement”), the Company acquired all outstanding shares of common stock of Cavium (the “Cavium shares”) for $40.00 per share in cash and 2.1757 shares of the Company's common stock exchanged for each share of Cavium stock. The Company also made cash payments for the fractional shares that resulted from conversion as specified in the Cavium merger agreement. The merger consideration was funded with a combination of cash on hand, new debt financing and issuance of the Company’s common shares. See “Note 11 - Debt” for discussion of the debt financing.

The following table summarizes the total merger consideration (in thousands, except share and per share data):

Cash consideration to Cavium common stockholders	$ 2,819,812
Common stock (153,376,408 shares of the Company's common stock at $21.34 per share)	3,273,053
Cash consideration for intrinsic value of vested director stock options and employee accelerated awards attributable to pre-acquisition service	10,642
Stock consideration for employee accelerated awards attributable to pre-acquisition service	7,804
Fair value of the replacement equity awards attributable to pre-acquisition service	50,485
Total merger consideration	$ 6,161,796

The factors contributing to the recognition of goodwill were based upon the Company's conclusion that there are strategic and synergistic benefits that are expected to be realized from the acquisition. Goodwill of $3.5 billion recorded for the Cavium acquisition is not expected to be deductible for tax purposes.

The purchase price allocation is as follows (in thousands):

Cash and cash equivalents	$	180,989
Accounts receivable		112,270
Inventories		330,778
Prepaid expense and other current assets		19,890
Assets held for sale		483
Property and equipment		115,428
Acquired intangible assets		2,744,000
Other non-current assets		89,139
Goodwill		3,498,196
Accounts payable		(52,383)
Accrued liabilities		(126,007)
Accrued employee compensation		(34,813)
Deferred income		(2,466)
Current portion of long-term debt		(6,123)
Liabilities held for sale		(3,032)
Long-term debt		(600,005)
Non-current income taxes payable		(8,454)
Deferred tax liabilities		(79,995)
Other non-current liabilities		(16,099)
Total merger consideration	$	6,161,796

In fiscal year 2019, the Company incurred total acquisition related costs of $53.7 million which were recorded in selling, general and administrative expense in the consolidated statements of operations. The Company also incurred $22.8 million of debt financing costs. Additionally, the Company incurred $2.9 million of equity issuance costs, which were recorded in additional paid-in capital in the consolidated balance sheet.

Unaudited Supplemental Pro Forma Information

The unaudited supplemental pro forma financial information presented below is for illustrative purposes only and is not necessarily indicative of the financial position or results of operations that would have been realized if the acquisitions had been completed on the date indicated, does not reflect synergies that might have been achieved, nor is it indicative of future operating results or financial position. The pro forma adjustments are based upon currently available information and certain assumptions the Company believe are reasonable under the circumstances.

The following unaudited supplemental pro forma information presents the combined results of operations for each of the periods presented, as if Avera and Aquantia had been acquired as of the beginning of fiscal year 2019 and Cavium had been acquired as of the beginning of fiscal year 2018. The unaudited supplemental pro forma information includes adjustments to amortization and depreciation for acquired intangible assets and property and equipment, adjustments to share-based compensation expense, the purchase accounting effect on inventories acquired, interest expense, and transaction costs. For fiscal year 2019, nonrecurring pro forma adjustments directly attributable to the Avera and Aquantia acquisitions included (i) the purchase accounting effect of inventories acquired of $73.1 million for Avera and Aquantia (ii) transaction costs of $18.6 million for Avera and Aquantia and (iii) share-based compensation expense of $3.5 million. The unaudited supplemental pro forma information presented below is for informational purposes only and is not necessarily indicative of our consolidated results of operations of the combined business had the Avera and Aquantia acquisitions actually occurred at the beginning of fiscal year 2019 and the Cavium acquisition actually occurred at the beginning of fiscal year 2018 or of the results of our future operations of the combined business.

The unaudited supplemental pro forma financial information for the periods presented is as follows (in thousands):

	Year Ended	
	February 1, 2020	February 2, 2019
Pro forma net revenue	$ 3,011,550	$ 3,638,086
Pro forma net income	$ 1,532,594	$ (334,133)

Note 5 — Goodwill and Acquired Intangible Assets, Net

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in a business combination. The carrying value of goodwill as of January 30, 2021 and February 1, 2020 is $5.3 billion. See “Note 4 - Business Combinations” for discussion of the acquisitions and changes to the carrying value of goodwill.

The Company has identified that its business operates as a single operating segment with two components that it has concluded can be aggregated into a single reporting unit. The Company’s annual test for goodwill impairment as of the last day of the fourth quarter of fiscal 2021 did not result in any impairment charge.

There was no activity from acquisitions or divestitures recorded to goodwill in fiscal 2021 and 2020 other than those described above.

Acquired Intangible Assets, Net

In connection with the Cavium acquisition on July 6, 2018, the Aquantia acquisition on September 19, 2019 and the Avera acquisition on November 5, 2019, the Company recognized $3.3 billion of intangible assets. As of January 30, 2021 and February 1, 2020, net carrying amounts are as follows (in thousands, except for weighted-average remaining amortization period):

	January 30, 2021			
	Gross Carrying Amounts	Accumulated Amortization and Write-Offs	Net Carrying Amounts	Weighted -Average Remaining Amortization Period (Years)
Developed technologies	$ 2,454,000	$ (724,215)	$ 1,729,785	5.54
Customer contracts and related relationships	643,000	(228,845)	414,155	5.62
Trade names	23,000	(14,240)	8,760	2.20
Total acquired amortizable intangible assets	3,120,000	(967,300)	2,152,700	5.54
IPR&D	118,000	—	118,000	n/a
Total acquired intangible assets	$ 3,238,000	$ (967,300)	$ 2,270,700	

The Company regularly analyzes the results of its business to determine whether events or circumstances exist that indicate whether the carrying amount of the intangible assets may not be recoverable. During the second quarter of fiscal 2021, impairment charges of $50.3 million related to certain intangible assets acquired from Cavium were recognized as part of restructuring actions. The gross carrying amounts and the accumulated amortization of those impaired intangible assets were excluded from the table above. See “Note 6 - Restructuring” for additional information.

	February 1, 2020			
	Gross Carrying Amounts	Accumulated Amortization and Write-Offs	Net Carrying Amounts	Weighted-Average Remaining Amortization Period (Years)
Developed technologies	$ 2,511,000	$ (413,735)	$ 2,097,265	6.41
Customer contracts and related relationships	643,000	(128,939)	514,061	6.61
Trade names	23,000	(8,726)	14,274	2.96
Total acquired amortizable intangible assets	3,177,000	(551,400)	2,625,600	6.43
IPR&D	139,000	—	139,000	n/a
Total acquired intangible assets	$ 3,316,000	$ (551,400)	$ 2,764,600	

The intangible assets are amortized on a straight-line basis over the estimated useful lives, except for certain Cavium customer contracts and related relationships, which are amortized using an accelerated method of amortization over the expected customer lives in order to more closely align with the pattern of realization of economic benefits expected to be obtained. The IPR&D will be accounted for as an indefinite-lived intangible asset and will not be amortized until the underlying projects reach technological feasibility and commercial production at which point the IPR&D will be amortized over the estimated useful life. Useful lives for these IPR&D projects are expected to range between 3 to 10 years. In the event the IPR&D is abandoned, the related assets will be written off.

Amortization for acquired intangible assets was $443.6 million, $368.1 million and $183.3 million during the years ended January 30, 2021, February 1, 2020 and February 2, 2019 respectively.

The following table presents the estimated future amortization expense of acquired amortizable intangible assets as of January 30, 2021 (in thousands):

Fiscal Year	Amount
2022	$ 430,605
2023	417,527
2024	396,503
2025	356,602
2026	271,746
Thereafter	279,717
	$ 2,152,700

Note 6 — Restructuring and Other Related Charges

The following table provides a summary of restructuring and other related charges as presented in the consolidated statements of operations (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Cost of goods sold	$ 9,594	$ —	$ —
Restructuring related charges	170,759	55,328	76,753
	$ 180,353	$ 55,328	$ 76,753

The following table presents details related to the restructuring and other related charges as presented in the consolidated statements of operations (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Severance and related costs	$ 41,901	$ 31,685	$ 40,345
Facilities and related costs	15,783	20,900	35,831
Other exit-related costs	126,204	4,254	1,850
	183,888	56,839	78,026
Release of reserves:			
Severance	(3,402)	(480)	(1,273)
Facilities and related costs	(121)	(893)	—
Other exit-related costs	(12)	(138)	—
	$ 180,353	$ 55,328	$ 76,753

Fiscal 2021. The Company recorded $180.4 million of restructuring and other related charges during its evaluation of its existing operations to increase operational efficiency, decrease costs and increase profitability. The charges include $119.0 million associated with the server processor product line described below and $61.4 million recorded in connection with prior acquisitions. The Company expects to complete these restructuring actions by the end of fiscal 2022.

During the second quarter of fiscal 2021, the Company made changes to the scope of its server processor product line in response to changes in the associated market. The Company transitioned its product offering from standard server processors to the broad server market to focus only on customized server processors for a few targeted customers. This change in strategy required the Company to assess whether the carrying value of the associated assets would be recoverable. As a result of the assessment, the Company determined the carrying amount of certain impacted assets were not recoverable, which resulted in recognition of $119.0 million of restructuring related charges associated with the server processor product line during the second quarter of fiscal 2021. The charges included $50.3 million in impairment of acquired intangibles, $36.0 million in impairment of purchased IP licenses and $32.7 million in equipment and inventory impairment and other related restructuring charges.

The remaining restructuring charges of $61.4 million include approximately $36.9 million in severance and related costs, $15.7 million in facilities and related costs, and $8.8 million in other exit-related costs. The severance costs primarily relate to the employee separation costs in connection with the acquisitions. The facility and related costs primarily relate to the remaining payments under lease obligations upon vacating certain worldwide office locations, and ongoing operating expenses of vacated facilities.

Fiscal 2020. The Company recorded $55.3 million of restructuring and other related charges in connection with the acquisitions as described in “Note 4 - Business Combinations.” Following the acquisition of Avera, the Company reviewed its financial position and operating results against the Company's strategic objectives, long-term operating targets and other operational priorities and initiated a restructuring plan in an effort to increase operational efficiency, decrease costs and increase profitability. The charges include $15.4 million recorded in connection with the Avera acquisition and $39.9 million recorded in connection with the other acquisitions.

The charges include approximately $31.2 million in severance and related costs, $20.0 million in facilities and related costs, and $4.1 million in other exit-related costs. The severance costs primarily relate to the employee separation costs in connection with the acquisitions. The facility and related costs primarily relate to the remaining payments under lease obligations upon vacating certain worldwide office locations, and ongoing operating expenses of vacated facilities.

Fiscal 2019. The Company recorded $76.8 million of restructuring and other related charges in fiscal 2019 in connection with the Cavium acquisition as described in “Note 4 - Business Combinations.” The charges include approximately $39.1 million in severance and related costs, $35.8 million in facilities and related costs and $1.9 million in other exit-related costs. Other exit-related costs include $12.0 million for the impairment of equipment and technology licenses, offset by a gain of $12.2 million from the sale of a building in Singapore.

The following table sets forth a reconciliation of the beginning and ending restructuring liability balances by each major type of costs associated with the restructuring charges (in thousands):

	July 2018 Restructuring			November 2019 Restructuring			July 2020 Restructuring			
	Severance and Related Costs	Facilities and Related Costs	Other Exit-Related Costs	Severance and Related Costs	Facilities and Related Costs	Other Exit-Related Costs	Severance and Related Costs	Facilities and Related Costs	Other Exit-Related Costs	Total
Balance at February 2, 2019	$ 12,403	$ 26,904	$ 1,049	$ —	$ —	$ —	$ —	$ —	$ —	$ 40,356
Restructuring charges	16,698	3,713	3,429	14,987	225	192	—	—	—	39,244
Net cash payments	(27,706)	(3,374)	(3,804)	(2,674)	(29)	(181)	—	—	—	(37,768)
Release of reserve	(479)	(893)	(138)	(1)	—	—	—	—	—	(1,511)
Effect of adoption of new lease standard	—	(25,893)	—	—	—	—	—	—	—	(25,893)
Balance at February 1, 2020	916	457	536	12,312	196	11	—	—	—	14,428
Restructuring charges	24,923	5,405	2,536	3,938	—	—	13,040	—	5,827	55,669
Net cash payments	(22,751)	(4,364)	(2,291)	(15,323)	(178)	(6)	(9,309)	—	(2,792)	(57,014)
Release of reserve	(794)	(103)	(7)	(768)	(18)	(5)	(617)	—		(2,312)
Exchange rate adjustment	29	—	—	—	—	—	—	—	—	29
Balance at January 30, 2021	2,323	1,395	774	159	—	—	3,114	—	3,035	10,800
Less: non-current portion	—	1,119	49	—	—	—	—	—	589	1,757
Current portion	$ 2,323	$ 276	$ 725	$ 159	$ —	$ —	$ 3,114	$ —	$ 2,446	$ 9,043

The remaining accrued severance and related costs are expected to be paid in fiscal 2022. The remaining other exit-related costs includes impairment charges associated with the future maintenance support for the server processor product line that are expected to be paid through fiscal 2024. The remaining accrued facility and related costs includes remaining payments under lease obligations related to vacated space that are expected to be paid through fiscal 2028.

Note 7 — Supplemental Financial Information (in thousands)

Consolidated Balance Sheets

	January 30, 2021	February 1, 2020
Cash and cash equivalents:		
Cash	$ 633,822	$ 513,072
Cash equivalents:		
Money market funds	—	46,355
Time deposits	114,645	88,177
Cash and cash equivalents	$ 748,467	$ 647,604

	January 30, 2021	February 1, 2020
Accounts receivable, net:		
Accounts receivable	538,739	494,472
Less: Doubtful accounts	$ (2,071)	$ (2,126)
Accounts receivable, net	$ 536,668	$ 492,346

	January 30, 2021	February 1, 2020
Inventories:		
Work-in-process	$ 187,351	$ 216,496
Finished goods	80,877	106,484
Inventories	$ 268,228	$ 322,980

	January 30, 2021	February 1, 2020
Property and equipment, net:		
Machinery and equipment	$ 693,689	$ 686,351
Land, buildings, and leasehold improvements	284,532	285,084
Computer software	103,789	100,613
Furniture and fixtures	26,990	24,582
	1,109,000	1,096,630
Less: Accumulated depreciation	(782,875)	(739,538)
Property and equipment, net	$ 326,125	$ 357,092

The Company recorded depreciation expense of $95.9 million, $83.4 million and $64.5 million for fiscal 2021, 2020 and 2019, respectively.

	January 30, 2021	February 1, 2020
Other non-current assets:		
Technology and other licenses (1)	$ 242,244	$ 277,634
Prepaid ship and debit (2)	131,657	75,362
Operating right-of-use assets	101,411	110,907
Other	66,257	32,947
Other non-current assets	$ 541,569	$ 496,850

(1) Amortization of technology and other licenses was $99.3 million, $70.4 million and $57.0 million in fiscal 2021, 2020 and 2019, respectively.

(2) Prepaid ship and debit of $131.7 million and $75.4 million as of January 30, 2021 and February 1, 2020, respectively, relate to certain prepaid distributor arrangements for ship and debit claims.

	January 30, 2021	February 1, 2020
Accrued liabilities:		
Contract liabilities	$ 180,995	$ 111,486
Technology license obligations	71,130	71,623
Accrued legal reserve	50,101	10,748
Deferred non-recurring engineering credits	37,300	51,109
Lease liabilities - current	32,461	28,662
Deferred revenue	16,146	5,647
Accrued royalty	12,740	10,927
Accrued restructuring	9,043	14,302
Other	25,700	42,135
Accrued liabilities	$ 435,616	$ 346,639

	January 30, 2021	February 1, 2020
Other non-current liabilities:		
Lease liabilities - non current	$ 104,417	$ 115,778
Technology license obligations	86,241	107,893
Non-current income taxes payable	22,526	37,983
Deferred tax liabilities	22,359	31,233
Other	23,310	12,578
Other non-current liabilities	$ 258,853	$ 305,465

Accumulated other comprehensive income (loss):

The changes in accumulated other comprehensive income (loss) by components are presented in the following tables (in thousands):

	Unrealized Gain (Loss) on Cash Flow Hedges
Balance at February 2, 2019	$ —
Other comprehensive income (loss) before reclassifications	(37)
Amounts reclassified from accumulated other comprehensive income (loss)	37
Net current-period other comprehensive loss, net of tax	—
Balance at February 1, 2020	—
Other comprehensive loss before reclassifications	1,214
Amounts reclassified from accumulated other comprehensive income (loss)	(1,214)
Net current-period other comprehensive income, net of tax	—
Balance at January 30, 2021	$ —

Consolidated Statements of Operations

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Other income, net:			
Gain on sale of business (1)	$ —	$ 1,121,709	$ —
Net realized loss on investments	—	—	(3,066)
Currency remeasurement loss	(1,914)	(2,817)	(2,625)
Other income	4,800	3,663	6,210
Other Income, net	$ 2,886	$ 1,122,555	$ 519

(1) On December 6, 2019, the Company completed the divestiture of the Wi-Fi Connectivity business to NXP USA, Inc, a subsidiary of NXP Semiconductors. Based on the terms of the agreement, the Company received sale consideration of $1.7 billion in cash proceeds. In fiscal year 2020, the Company recognized a pre-tax gain on sale of $1.1 billion in conjunction with the divestiture of the Wi-Fi Connectivity business.

Consolidated Statements of Cash Flows

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Supplemental Cash Flow Information:			
Cash paid for interest	$ 54,575	$ 76,506	$ 39,156
Cash paid for income taxes, net	$ 14,203	$ 117,529	$ 8,143
Non-Cash Investing and Financing Activities:			
Non-cash consideration paid for the acquisition	$ —	$ 15,520	$ 3,331,342
Purchase of software and intellectual property under license obligations	$ 68,807	$ 193,149	$ 4,221
Unpaid purchase of property and equipment at end of year	$ 10,061	$ 23,015	$ 8,837
Unpaid equity and debt financing costs	$ 1,729	$ —	$ —

Note 8 — Investments

As of January 30, 2021, and February 1, 2020, the Company held no investments.

Short-term, highly liquid investments of $114.6 million and $134.5 million as of January 30, 2021 and February 1, 2020, respectively, included in cash and cash equivalents on the accompanying consolidated balance sheets are not considered as investments because of the short-term maturity of such investments. The gross unrealized gains and losses were immaterial as the carrying values approximated fair value.

Gross realized gains and gross realized losses on sales of available-for-sale securities are presented in the following table (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Gross realized gains	$ —	$ 14	$ 371
Gross realized losses	—	(6)	(3,437)
Total net realized gains (losses)	$ —	$ 8	$ (3,066)

Note 9 — Fair Value Measurements

Fair value is an exit price representing the amount that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, the accounting guidance establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 — Observable inputs that reflect quoted prices for identical assets or liabilities in active markets.

Level 2 — Other inputs that are directly or indirectly observable in the marketplace.

Level 3 — Unobservable inputs that are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Company's Level 1 assets include institutional money-market funds that are classified as cash equivalents, which are valued primarily using quoted market prices. The Company's Level 2 assets include its marketable investments in time deposits, as the market inputs used to value these instruments consist of market yield. In addition, the severance pay fund is classified as Level 2 assets as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The tables below set forth, by level, the Company's assets and liabilities that are measured at fair value on a recurring basis. The tables do not include assets and liabilities that are measured at historical cost or any basis other than fair value (in thousands):

	Fair Value Measurements at January 30, 2021			
	Level 1	Level 2	Level 3	Total
Items measured at fair value on a recurring basis:				
Assets				
Cash equivalents:				
Time deposits	$ —	$ 114,645	$ —	$ 114,645
Other non-current assets:				
Severance pay fund	—	623	—	623
Total assets	$ —	$ 115,268	$ —	$ 115,268

	Fair Value Measurements at February 1, 2020			
	Level 1	Level 2	Level 3	Total
Items measured at fair value on a recurring basis:				
Assets				
Cash equivalents:				
Money market funds	$ 46,355	$ —	$ —	$ 46,355
Time deposits	—	88,177	—	88,177
Other non-current assets:				
Severance pay fund	—	693	—	693
Total assets	$ 46,355	$ 88,870	$ —	$ 135,225

There were no transfers of assets between levels in either fiscal 2021 or 2020.

Fair Value of Debt

The Company classified the Term Loan, the 2023 Notes and 2028 Notes under Level 2 of the fair value measurement hierarchy. The carrying value of the Term Loan approximates its fair value as the Term Loan is carried at a market observable interest rate that resets periodically. At January 30, 2021, the estimated aggregate fair value of the 2023 Notes and 2028 Notes was $1.1 billion and were classified as Level 2 as there are quoted prices from less active markets for the notes.

Note 10 — Leases

The Company's leases include facility leases and data center leases, which are all classified as operating leases. For data center leases, the Company elected the practical expedient to account for the lease and non-lease component as a single lease component.

Lease expense and supplemental cash flow information are as follows (in thousands):

	Year Ended	
	January 30, 2021	February 1, 2020
Operating lease expense	$ 47,819	$ 49,679
Cash paid for amounts included in the measurement of operating lease liabilities	$ 36,849	$ 33,161
Right-of-use assets obtained in exchange for lease obligation	$ 26,605	$ 28,928

The effect of operating lease right-of-use asset amortization of $21.6 million and $20.4 million is included in changes in Other expense, net in the cash provided by operating activities section on the consolidated statements of cash flows for the fiscal year ended January 30, 2021 and February 1, 2020, respectively.

The aggregate future lease payments for operating leases as of January 30, 2021 are as follows (in thousands):

Fiscal Year	Operating Leases	Sublease Income
2022	$ 37,108	$ (3,253)
2023	33,015	(3,350)
2024	23,931	(3,451)
2025	15,782	(3,554)
2026	14,765	(3,661)
Thereafter	27,437	(5,703)
Total lease payments	152,038	(22,972)
Less: imputed interest	15,160	
Present value of lease liabilities	$ 136,878	

Average lease terms and discount rates were as follows:

	Year Ended	
	January 30, 2021	February 1, 2020
Weighted-average remaining lease term (years)	5.11	5.52
Weighted-average discount rate	3.85%	3.85%

Note 11 — Debt

In connection with the Inphi acquisition, the Company executed a debt agreement in December 2020 to obtain a $875 million 3-year term loan and a $875 million 5-year term loan. The Company also executed a debt agreement to obtain a $750 million revolving credit facility in December 2020. Below is further discussion of the terms of the various debt agreements.

2020 Term Loan Agreement

In connection with the Inphi acquisition that is expected to close in 2021, on December 7, 2020, the Company entered into a term loan credit agreement with a lending syndicate led by JP Morgan Chase Bank, N.A (the “2020 Term Loan Agreement”) in order to finance the expected merger with Inphi. The 2020 Term Loan Agreement provides for borrowings of up to $1.75 billion consisting of: (i) $875 million loan with a three-year term from the funding date (the “3-Year Tranche Loan”) and (ii) $875 million loan with a five-year term from the funding date (the “5-Year Tranche Loan” and, together with the 3-Year Tranche Loan, the "2020 Term Loans"). The availability and funding of the 2020 Term Loans is subject to satisfaction of customary conditions including the closing of the Inphi Acquisition.

The 3-Year Tranche Loan has a stated floating interest rate which equates to reserve-adjusted LIBOR + 125 bps. The 5-Year Tranche Loan has a stated floating interest rate which equates to reserve-adjusted LIBOR + 137.5 bps. The 2020 Term Loans do not require any scheduled principal payments prior to final maturity but do permit the Company to make early principal payments without premium or penalty.

The 2020 Term Loan Agreement requires that the Company and its subsidiaries comply with covenants relating to customary matters, including with respect to creating or permitting certain liens, entering into sale and leaseback transactions, and consolidating, merging, liquidating or dissolving. It also prohibits subsidiaries of the Company from incurring additional indebtedness, subject to certain exceptions, and requires that the Company maintain a leverage ratio financial covenant as of the end of any fiscal quarter. As of January 30, 2021, the Company had not yet borrowed from the 2020 Term Loans.

2020 Revolving Credit Facility

On December 7, 2020, the Company entered into a revolving line of credit agreement (“2020 Revolving Credit Facility”) with a lending syndicate led by JP Morgan Chase Bank, N.A for borrowings of up to $750 million. Borrowings from the 2020 Revolving Credit Facility are intended for general corporate use, which may include among other things, the financing of acquisitions, the refinancing of other indebtedness and the payment of transaction expenses related to the foregoing. The 2020 Revolving Credit Facility has a five-year term and a stated floating interest rate which equates to reserve-adjusted LIBOR plus an applicable margin. The Company may prepay any borrowings at any time without premium or penalty. As of January 30, 2021, the 2020 Revolving Credit Facility is undrawn and will be available for draw down through December 7, 2025. An unused commitment fee is payable quarterly based on unused balances at a rate that is based on the ratings of the Company's senior unsecured long-term indebtedness. This annual rate was 0.175% at January 30, 2021.

The 2020 Revolving Credit Facility requires that the Company and its subsidiaries comply with covenants relating to customary matters, including with respect to creating or permitting certain liens, entering into sale and leaseback transactions, and consolidating, merging, liquidating or dissolving. It also prohibits subsidiaries of the Company from incurring additional indebtedness, subject to certain exceptions, and requires that the Company maintain a leverage ratio financial covenant as of the end of any fiscal quarter.

In connection with the Cavium acquisition, the Company executed debt agreements in June 2018 to obtain a $900 million term loan, a $500 million revolving credit facility and $1.0 billion of senior unsecured notes. The $500 million revolving credit facility was replaced by the 2020 Revolving Credit Facility in December 2020.

2018 Term Loan and 2018 Revolving Credit Facility

On June 13, 2018, the Company entered into a credit agreement (“2018 Credit Agreement”) with twelve lenders. The 2018 Credit Agreement provides for borrowings of: (i) up to $500 million in the form of a revolving line of credit (the “2018 Revolving Credit Facility”) and (ii) $900 million in the form of a term loan (the “2018 Term Loan”). The proceeds of the 2018 Term Loan were used to fund a portion of the cash consideration for the Cavium acquisition, repay Cavium’s debt, and pay transaction expenses in connection with the Cavium acquisition. On December 7, 2020, the 2018 Revolving Credit Facility under the 2018 Credit Agreement was terminated and replaced by the 2020 Revolving Credit Facility.

The 2018 Term Loan has a three-year term which matures on July 6, 2021 and has a stated floating interest rate which equates to reserve-adjusted LIBOR plus a margin based on the Company's unsecured credit ratings. The effective interest rate for the 2018 Term Loan was 3.793% as of January 30, 2021. The 2018 Term Loan does not require any scheduled principal payments prior to final maturity but does permit the Company to make early principal payments without premium or penalty. During the year ended January 30, 2021 the Company repaid $250 million of the principal outstanding, and wrote off $0.7 million of associated unamortized debt issuance costs.

The 2018 Credit Agreement requires that the Company and its subsidiaries comply, subject to certain exceptions, with covenants relating to customary matters such as creating or permitting certain liens, entering into sale and leaseback transactions, and consolidating, merging, liquidating or dissolving. It also prohibits subsidiaries of the Company from incurring additional indebtedness and requires the Company to comply with a leverage ratio financial covenant as of the end of any fiscal quarter. As of January 30, 2021, the Company was in compliance with all of its debt covenants applicable to its credit agreements.

The Company currently carries debt, in the form of the 2018 Term Loan, that relies on LIBOR as the benchmark rate. LIBOR is expected to be phased out as a benchmark rate starting at the end of 2021. The 2018 Term Loan will mature before the initial phase out of LIBOR. To the extent LIBOR ceases to exist, the 2020 Term Loan and 2020 Revolving Credit Facility agreements contemplate an alternative benchmark rate without the need for any amendment thereto.

Senior Unsecured Notes

On June 22, 2018, the Company completed a public offering of (i)$500.0 million aggregate principal amount of the Company's 4.200% Senior Notes due 2023 (the “2023 Notes”) and (ii) $500.0 million aggregate principal amount of the Company's 4.875% Senior Notes due 2028 (the “2028 Notes” and, together with the 2023 Notes, the “Senior Notes”).

The 2023 Notes mature on June 22, 2023 and the 2028 Notes mature on June 22, 2028. The stated and effective interest rates for the 2023 Notes are 4.200% and 4.423%, respectively. The stated and effective interest rates for the 2028 Notes are 4.875% and 5.012%, respectively. The Company may redeem the Senior Notes, in whole or in part, at any time prior to their maturity at the redemption prices set forth in Senior Notes. In addition, upon the occurrence of a change of control repurchase event (which involves the occurrence of both a change of control and a ratings event involving the Senior Notes being rated below investment grade), the Company will be required to make an offer to repurchase the Senior Notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest to, but excluding, the repurchase date. The indenture governing the Senior Notes also contains certain limited covenants restricting the Company’s ability to incur certain liens, enter into certain sale and leaseback transactions and merge or consolidate with any other entity or convey, transfer or lease all or substantially all of the Company’s properties or assets to another person, which, in each case, are subject to certain qualifications and exceptions.

Summary of Borrowings and Outstanding Debt

The following table summarizes the Company's outstanding debt at January 30, 2021 and February 1, 2020 (in thousands):

	January 30, 2021	February 1, 2020
Face Value Outstanding:		
Term Loan	$ 200,000	$ 450,000
2023 Notes	500,000	500,000
2028 Notes	500,000	500,000
Total borrowings	1,200,000	1,450,000
Less: Unamortized debt discount and issuance cost	(7,189)	(10,976)
Net carrying amount of debt	1,192,811	1,439,024
Less: Current portion	199,641	—
Non-current portion	$ 993,170	$ 1,439,024

During fiscal 2021 and fiscal 2020, the Company recognized $56.8 million and $79.8 million of interest expense, respectively, in its consolidated statements of operations related to interest, amortization of debt issuance costs and accretion of discount associated with the outstanding Term Loan and Senior Notes.

As of January 30, 2021, the aggregate future contractual maturities of the Company's outstanding debt, at face value, were as follows (in thousands):

Fiscal Year	Amount
2022	$ 200,000
2023	—
2024	500,000
2025	—
2026	—
Thereafter	500,000
Total	$ 1,200,000

Note 12 — Commitments and Contingencies

Warranty Obligations

The Company’s products carry a standard one-year warranty with certain exceptions in which the warranty period can extend to more than one year based on contractual agreements. The Company’s warranty expense has not been significant in the periods presented.

Technology License Commitments

The Company purchases certain intellectual property under technology license obligations. Future payments under technology license obligations as of January 30, 2021, are presented in the following tables (in thousands):

Fiscal Year	Technology License Obligations
2022	$ 83,919
2023	61,876
2024	49,147
2025	309
2026	309
Thereafter	—
Total future minimum payments	195,560
Less: amount representing interest	(6,691)
Present value of future minimum payments	188,869
Less: current portion	(71,130)
Non-current portion	$ 117,739

Technology license obligations include the liabilities under agreements for technology licenses between the Company and various vendors.

Purchase Commitments

Under the Company’s manufacturing relationships with its foundry partners, cancellation of all outstanding purchase orders is allowed but requires payment of all costs and expenses incurred through the date of cancellation. As of January 30, 2021, these foundries had incurred approximately $329.5 million of manufacturing costs and expenses relating to the Company’s outstanding purchase orders.

Contingencies and Legal Proceedings

The Company currently is, and may from time to time become, a party to claims, lawsuits, governmental inquiries, inspections or investigations and other legal proceedings (collectively, “Legal Matters”) arising in the course of its business. Such Legal Matters, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

The Company is currently unable to predict the final outcome of its pending Legal Matters and therefore cannot determine the likelihood of loss or estimate a range of possible loss, except with respect to amounts where it has determined a loss is both probable and estimable and has made an accrual. The Company evaluates, at least on a quarterly basis, developments in its Legal Matters that could affect the amount of any accrual, as well as any developments that would result in a loss contingency to become both probable and reasonably estimable. The ultimate outcome of any Legal Matter involves judgments, estimates and inherent uncertainties. An unfavorable outcome in a Legal Matter, particularly in a patent dispute, could require the Company to pay damages or could prevent the Company from selling some of its products in certain jurisdictions. While the Company cannot predict with certainty the results of the Legal Matters in which it is currently involved, the Company does not expect that the ultimate costs to resolve these Legal Matters will individually or in the aggregate have a material adverse effect on its financial condition, however, there can be no assurance that the current or any future Legal Matters will be resolved in a manner that is not adverse to the Company’s business, financial condition, results of operations or cash flows.

In the fourth quarter of fiscal 2021, the Company became involved in discussions with another party to resolve disputes that ultimately concluded with settlement by the Company in the amount of $36.0 million which was accrued at the time such offer of settlement was determined by management. Such amount is presented separately on the accompanying consolidated statement of operations for the fiscal year ended January 30, 2021.

Indemnities, Commitments and Guarantees

During its normal course of business, the Company has made certain indemnities, commitments and guarantees under which it may be required to make payments in relation to certain transactions. These indemnities may include indemnities for general commercial obligations, indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnities to directors and officers of the Company to the maximum extent permitted under the laws of Bermuda. In addition, the Company has contractual commitments to various customers, which could require the Company to incur costs to repair an epidemic defect with respect to its products outside of the normal warranty period if such defect were to occur. The duration of these indemnities, commitments and guarantees varies, and in certain cases, is indefinite. Some of these indemnities, commitments and guarantees do not provide for any limitation of the maximum potential future payments that the Company could be obligated to make. In general, the Company does not record any liability for these indemnities, commitments and guarantees in the accompanying consolidated balance sheets as the amounts cannot be reasonably estimated and are not considered probable. The Company does, however, accrue for losses for any known contingent liability, including those that may arise from indemnification provisions, when future payment is probable and estimable.

Intellectual Property Indemnification

In addition to the above indemnities, the Company has agreed to indemnify certain customers for claims made against the Company’s products where such claims allege infringement of third-party intellectual property rights, including, but not limited to, patents, registered trademarks, and/or copyrights. Under the aforementioned indemnification clauses, the Company may be obligated to defend the customer and pay for the damages awarded against the customer as well as the attorneys’ fees and costs under an infringement claim. The Company’s indemnification obligations generally do not expire after termination or expiration of the agreement containing the indemnification obligation. Generally, there are limits on and exceptions to the Company’s potential liability for indemnification. Historically the Company has not made significant payments under these indemnification obligations and the Company cannot estimate the amount of potential future payments, if any, that it might be required to make as a result of these agreements. The maximum potential amount of any future payments that the Company could be required to make under these indemnification obligations could be significant.

Note 13 — Shareholders’ Equity

Preferred and Common Stock

Under the terms of the Company’s Articles of Association, the Board of Directors may determine the rights, preferences, and terms of the Company’s authorized but unissued shares of preferred stock.

As of January 30, 2021, the Company is authorized to issue 8.0 million shares of $0.002 par value preferred stock and 992.0 million shares of $0.002 par value common stock. As of January 30, 2021, and February 1, 2020, no shares of preferred stock were outstanding.

In June 2019, the Company executed a funded research and development agreement with a business partner. In conjunction with the agreement, the Company issued a warrant to purchase 9.0 million of the Company's common shares, subject to certain vesting and exercise conditions.

Restricted Stock Unit Withholdings

For the years ended January 30, 2021 and February 1, 2020, the Company withheld approximately 3.1 million and 4.0 million shares, or $108.1 million and $98.3 million, of common stock, respectively, in settlement of employee tax withholding obligations due upon the vesting of restricted stock.

Cash Dividends on Shares of Common Stock

During fiscal 2021, the Company declared and paid cash dividends of $0.24 per common share, or $160.6 million, on the Company’s outstanding common stock. During fiscal 2020, the Company declared and paid cash dividends of $0.24 per common share, or $159.6 million, on the Company’s outstanding common stock.

Any future dividends will be subject to the approval of the Company's Board of Directors.

On March 5, 2021, the Company announced that its board of directors declared a cash dividend of $0.06 per share payable on April 28, 2021 to shareholders of record as of April 9, 2021.

Stock Repurchase Program

On November 17, 2016, the Company announced that its Board of Directors authorized a $1.0 billion share repurchase plan. The newly authorized stock repurchase program replaced in its entirety the prior $3.25 billion stock repurchase program. On October 16, 2018, the Company announced that its Board of Directors authorized a $700 million addition to the balance of its existing share repurchase plan. The Company intends to effect share repurchases in accordance with the conditions of Rule 10b-18 under the Exchange Act, but may also make repurchases in the open market outside of Rule 10b-18 or in privately negotiated transactions. The share repurchase program will be subject to market conditions and other factors, and does not obligate the Company to repurchase any dollar amount or number of its common shares and the repurchase program may be extended, modified, suspended or discontinued at any time.

The Company repurchased 1.3 million of its common shares for $25.2 million , 14.5 million of its common shares for $364.3 million and 6.0 million of its common shares for $104.0 million in cash during fiscal 2021, 2020 and 2019, respectively. The repurchased shares were retired immediately after the repurchases were completed. The Company temporarily suspended the share repurchase program in late March 2020 to preserve cash during the COVID-19 pandemic and remains temporarily suspended in anticipation of the funding of the Company's acquisition of Inphi. As a result, the Company did not repurchase any shares subsequent to the first quarter of fiscal 2021. The Company records all repurchases, as well as investment purchases and sales, based on their trade date. As of January 30, 2021, a total of 308.1 million shares have been repurchased to date under the Company’s share repurchase program for a total $4.3 billion in cash and there was $564.5 million remaining available for future share repurchases.

A summary of the stock repurchase activity under the stock repurchase program, reported based on the trade date, is summarized as follows (in thousands, except per-share amounts):

	Shares Repurchased	Weighted-Average Price per Share	Amount Repurchased
Cumulative balance at February 3, 2018	286,365	$ 13.19	$ 3,776,557
Repurchase of common stock under the stock repurchase program	6,041	$ 17.21	103,974
Cumulative balance at February 2, 2019	292,406	$ 13.27	3,880,531
Repurchase of common stock under the stock repurchase program	14,486	$ 25.15	364,272
Cumulative balance at February 1, 2020	306,892	$ 13.83	4,244,803
Repurchase of common stock under the stock repurchase program	1,251	$ 20.14	25,202
Cumulative balance at January 30, 2021	308,143	$ 13.86	$ 4,270,005

Note 14 — Employee Benefit Plans

Employee Stock Compensation Plans

1995 Stock Option Plan

In April 1995, the Company adopted the 1995 Stock Option Plan (the "Option Plan"). The Option Plan, as amended from time to time, had 383.4 million common shares reserved for issuance thereunder as of January 30, 2021. Options granted under the Option Plan generally have a term of 10 years and generally must be issued at prices equal to the fair market value of the stock on the date of grant. The Company can also grant stock awards, which may be subject to vesting. Further, the Company can grant restricted stock unit ("RSU") awards. RSU awards are denominated in shares of stock, but may be settled in cash or shares upon vesting, as determined by the Company at the time of grant. Awards under the Option Plan generally vest over 3 to 4 years.

As of January 30, 2021, approximately 77.9 million shares remained available for future grants under the Option Plan.

Equity awards granted under the Option Plan include time-based RSUs as well as RSUs that vest based on the achievement of performance-based criteria i.e. Company financial goals ("Financial Performance RSU"), or based on achievement of market-based goals i.e. relative total shareholder return ("TSR RSUs"), or stock price goals ("Value Creation Awards" or "VCA RSUs").

Prior to fiscal year 2020, the Company granted Financial Performance RSUs to each of its executive officers when they joined the Company, and as an annual refresh grant to all executive officers and other Vice Presidents in April of each fiscal year. The Financial Performance RSUs had a three-year service requirement. The number of shares to be earned could be 0% to 200% of target and was based on the achievement of certain financial operating metrics to be measured as of the end of the second fiscal year of the three-year vesting term. Shares granted under these Financial Performance RSUs are reported in the table presented below as "Performance-Based" based on 100% expected achievement.

In addition, the Company grants TSR RSUs to its executive officers that newly join the Company, and as an annual refresh grant to all executive officers and other Vice Presidents, usually in April of each fiscal year. Prior to fiscal year 2020, TSR RSUs were measured based on stock performance as compared to that of companies on the Philadelphia Semiconductor Sector over a performance period defined in the award. The number of shares to be earned can be 0% to 150% of target and is based on the achievement of performance objectives relating to relative total shareholder return of the Company's common shares. Beginning in fiscal year 2020, the S&P 500 Index serves as the benchmark index. The TSR RSUs have a three year service vesting requirement. The number of shares to be earned can be 0% to 200% of target and is based on the achievement of performance objectives relating to relative total shareholder return of the Company's common shares. These TSR RSUs are reported in the table presented below as "Market-Based" awards based on 100% expected achievement.

In fiscal year 2020, the Company issued Value Creation Awards that are based on achievement of the Company's stock price target over a specified performance period, also referred to as VCA RSUs. The VCA RSU will be earned if the Company's average closing trading stock price over 100-calendar days equals or exceeds a certain target price. 100% of the award will vest on the 1-year anniversary of the achievement. The grant will be forfeited if the market-based condition is not achieved. These VCA RSUs are reported in the table presented below as "Market-Based" awards based on 100% expected achievement. As of January 30, 2021, the performance metrics have been achieved. The awards will vest on the 1-year anniversary of the achievement in November 2021.

In December 2017, the Company's Executive Compensation Committee approved a deferred stock program, whereby executives of the Company have the option, beginning in 2018, to defer the settlement of time-based and performance-based restricted stock units granted under the Option Plan to a future date. A deferral election is irrevocable after the annual submission deadline. The shares of common stock underlying the deferred grants will be distributed at the earliest of the employee's specified future settlement date, not to be earlier than 2023, or upon separation from service, a change in control, or death or disability. As of January 30, 2021, no grants have been subject to a deferral election.

Cavium Acquisition

Following the Cavium acquisition and in accordance with the Cavium merger agreement, certain outstanding options to purchase shares of Cavium common stock and certain restricted stock units with respect to Cavium common stock, each granted under Cavium 2016 Equity Incentive Plan (“Cavium 2016 EIP”), Cavium 2007 Equity Incentive Plan (“Cavium 2007 EIP”) and QLogic 2005 Performance Incentive Plan, as assumed by Cavium effective August 16, 2016 (“QLogic 2005 Plan”), (and collectively, with the Cavium 2016 EIP and the Cavium 2007 EIP, the “Cavium Plans”), were assumed by the Company and converted into options to purchase common shares of the Company and restricted stock units with respect to common shares of the Company, respectively. The Company filed a registration statement on July 6, 2018 to register 15,824,555 common shares of the Company, issuable under the Cavium Plans, comprised of 2,535,940 common shares issuable pursuant to outstanding but unexercised options under the Cavium Plans and 13,288,615 common shares issuable pursuant to outstanding unvested restricted stock units under the Cavium Plans.

Cavium 2016 EIP

The Cavium 2016 EIP was adopted by Cavium on June 15, 2016 and was intended as the successor to and continuation of Cavium 2007 EIP. The Cavium 2016 EIP provided for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance stock awards, performance cash awards and other stock awards, which may be granted to employees, directors and consultants. Awards under the Cavium 2016 EIP generally vest over four years and expire seven to ten years from the date of grant. Following the effective date, no additional awards were granted under the Cavium 2007 EIP.

Cavium 2007 EIP

Cavium adopted the Cavium 2007 EIP in May 2007 upon completion of its initial public offering. The Cavium 2007 EIP provided for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, performance stock awards, and other forms of equity compensation and performance cash awards, all of which may be granted to employees (including officers), directors, and consultants or affiliates. Awards granted under the Cavium 2007 EIP vest at the rate specified by the plan administrator, for stock options, typically with 1/8th of the shares vesting six months after the date of grant and 1/48th of the shares vesting monthly thereafter over the next three and one half years and for restricted stock unit awards typically with quarterly vesting over four years. Awards expire seven to ten years from the date of grant.

QLogic 2005 Plan

The QLogic 2005 Plan was assumed and registered by Cavium upon its completion of acquisition of QLogic Corporation on August 16, 2016. The QLogic 2005 Plan provided for the issuance of restricted stock unit awards, incentive and non-qualified stock options, and other stock-based incentive awards. Restricted stock unit awards granted pursuant to the QLogic 2005 Plan to employees subject to a service condition generally vest over four years from the date of grant. Stock options granted pursuant to the QLogic 2005 Plan to employees have ten-year terms and generally vest over four years from the date of grant.

Cavium Acquisition-related Equity Awards

The awards under the Cavium Plans assumed by the Company in the Cavium acquisition were measured at the acquisition date based on the estimated fair value of $357.1 million. A portion of that fair value, $68.9 million, which represented the pre-acquisition service provided by employees to Cavium, was included in the total consideration transferred as part of the acquisition. As of the acquisition date, the remaining portion of the fair value of those awards was $288.2 million, representing post-acquisition share-based compensation expense that will be recognized as these employees provide service over the remaining vesting periods.

Aquantia Plans Assumed

In accordance with the Aquantia merger agreement, certain outstanding options to purchase shares of Aquantia common stock and certain restricted stock units with respect to Aquantia common stock, each granted under Aquantia 2017 Equity Incentive Plan (“Aquantia 2017 EIP”), Aquantia 2015 Equity Incentive Plan (“Aquantia 2015 EIP”) and Aquantia 2004 Equity Incentive Plan (“Aquantia 2004 EIP”), the “Aquantia Plans” were assumed by the Company and converted into options to purchase common shares of the Company and restricted stock units with respect to common shares of the Company, respectively. The Company filed a registration statement on September 19, 2019 to register 2,128,823 common shares of the Company, issuable under the Aquantia plans, comprised of 805,965 common shares issuable pursuant to outstanding but unexercised options under the Aquantia Plans and 1,322,858 common shares issuable pursuant to outstanding unvested restricted stock units under the Aquantia Plans.

Aquantia Acquisition-related Equity Awards

The awards under the Aquantia Plans assumed by the Company in the Aquantia acquisition were measured at the acquisition date based on the estimated fair value of $54.1 million. A portion of that fair value, $21.5 million, which represented the pre-acquisition service provided by employees to Aquantia, was included in the total consideration transferred as part of the acquisition. As of the acquisition date, the remaining portion of the fair value of those awards was $32.6 million, representing post-acquisition share-based compensation expense that will be recognized as these employees provide service over the remaining vesting periods.

Outside Director Equity Compensation Policy

In September 2016, the Company's Board of Directors approved the termination of the 2007 Directors' Stock Incentive Plan, ("2007 Director Plan") that was initially adopted in October 2007, and it approved a new Outside Director Equity Compensation Policy that governs the grant of equity awards to non-employee directors under the Option Plan. At the annual general meeting of shareholders held in June 2015, the shareholders approved an amendment to the Option Plan to enable a full range of awards to be granted to non-employee directors. Under the newly amended Outside Director Compensation Policy, each outside director, upon appointment to fill a vacancy on the board or in connection with election at an annual meeting of shareholders, will be granted an RSU award under the Option Plan for a number of shares with an aggregate fair market value equal to $235,000 on the grant date. In no event shall an outside director be awarded an annual RSU award for more than 20,000 shares. The RSU award vests 100% on the earlier of the date of the next annual general meeting of shareholders or the one-year anniversary of the date of grant.

Employee Stock Purchase Plan

Under the 2000 Employee Stock Purchase Plan, as amended and restated on October 31, 2011 (the "ESPP"), participants purchase the Company's stock using payroll deductions, which may not exceed 15% of their total cash compensation. Pursuant to the terms of the current ESPP, the "look-back" period for the stock purchase price is 24 months. Offering and purchase periods begin on December 8 and June 8 of each year. Participants enrolled in a 24-month offering period will continue in that offering period until the earlier of the end of the offering period or the reset of the offering period. A reset occurs if the fair market value of the Company's common shares on any purchase date is less than it was on the first day of the offering period. Participants in a 24-month offering period will be granted the right to purchase common shares at a price per share that is 85% of the lesser of the fair market value of the shares at (i) the participant's entry date into the two-year offering period or (ii) the end of each six-month purchase period within the offering period.

Under the ESPP, a total of 5.0 million shares were issued in fiscal 2021 at a weighted-average price of $14.36 per share, a total of 5.2 million shares were issued in fiscal 2020 at a weighted-average price of $13.25 per share, and a total of 3.2 million shares were issued in fiscal 2019 at a weighted-average price of $15.08 per share. As of January 30, 2021, there was $55.9 million of unamortized compensation cost related to the ESPP.

As of January 30, 2021, approximately 32.5 million shares remained available for future issuance under the ESPP.

Summary of Share-Based Compensation Expense

The following table summarizes share-based compensation expense (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Cost of goods sold	$ 16,320	$ 13,759	$ 12,024
Research and development	150,867	157,054	108,762
Selling, general and administrative	74,352	71,996	77,309
Total share-based compensation	$ 241,539	$ 242,809	$ 198,095

Share-based compensation capitalized in inventory was $3.8 million at January 30, 2021, $4.1 million at February 1, 2020 and $2.8 million at February 2, 2019.

Restricted Stock and Stock Unit Awards

A summary of restricted stock unit activity, which includes time-based and performance-based or market-based restricted stock units, is as follows (in thousands, except per-share amounts):

	Time-Based		Performance-Based		Market-Based		Total	
	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value
Balance at February 3, 2018	10,289	$ 13.84	672	$ 14.25	921	$ 13.14	11,882	$ 13.81
Assumed upon acquisition [4]	13,289	$ 21.02	—	$ —	—	$ —	13,289	$ 21.02
Granted	7,453	$ 19.95	340 [1]	$ 21.12	351 [1]	$ 21.36	8,144	$ 20.06
Vested	(8,827)	$ 16.30	—	$ —	(30)	$ 13.08	(8,857)	$ 16.28
Canceled/Forfeited	(3,159)	$ 19.64	(64)	$ 16.29	(64)	$ 16.52	(3,287)	$ 19.51
Balance at February 2, 2019	19,045	$ 19.15	948	$ 16.58	1,178	$ 15.40	21,171	$ 18.82
Assumed upon acquisition [4]	1,341	$ 25.61	—	$ —	—	$ —	1,341	$ 25.61
Granted	9,340	$ 23.36	288 [2]	$ 13.90	3,621 [3]	$ 15.39	13,249	$ 20.98
Vested	(10,781)	$ 20.01	(576)	$ 13.90	(713)	$ 11.62	(12,070)	$ 19.23
Canceled/Forfeited	(3,661)	$ 20.57	(149)	$ 17.86	(173)	$ 21.12	(3,983)	$ 20.49
Balance at February 1, 2020	15,284	$ 21.34	511	$ 17.71	3,913	$ 15.83	19,708	$ 20.15
Granted	7,437	$ 26.18	143 [2]	$ 14.13	989 [3]	$ 33.35	8,569	$ 26.80
Vested	(9,287)	$ 21.28	(390)	$ 14.11	(328)	$ 14.60	(10,005)	$ 20.79
Canceled/Forfeited	(2,090)	$ 22.89	(4)	$ 21.32	(296)	$ 18.86	(2,390)	$ 22.39
Balance at January 30, 2021	11,344	$ 24.27	260	$ 21.06	4,278	$ 19.77	15,882	$ 23.00

[1] Amounts represent the target number of restricted stock units at grant date. For awards granted to our executive officers, up to 200% of the target restricted stock units may vest if the maximum level for performance goals is achieved.

[2] Amount represents the number of restricted stock unit goal shares.

[3] Amount represents the target number of restricted stock units at grant date and restricted stock unit goal shares, including 989 TSR RSU shares in fiscal 2021 and 824 TSR RSU shares and 2,797 VCA RSU shares in fiscal 2020.

[4] See “Note 4 - Business Combinations” for additional information.

The aggregate intrinsic value of restricted stock units expected to vest as of January 30, 2021 was $817.3 million. The number of restricted stock units that are expected to vest is 15.9 million shares. The Company’s closing stock price of $51.46 as reported on the Nasdaq Global Select Market as of January 30, 2021 was used to calculate the aggregate intrinsic value for the restricted stock units.

As of January 30, 2021, unamortized compensation expense related to restricted stock units was $293.7 million. The unamortized compensation expense for restricted stock units will be amortized on a straight-line basis and is expected to be recognized over a weighted-average period of 1.62 years.

Stock Option Awards

Option Plan and Stock Award Activity

Stock option activity under the Company's stock option and stock incentive plans is included in the following table (in thousands, except for per share amounts):

	Number of Shares	Weighted-Average Exercise Price
Balance at February 3, 2018	11,772	$ 12.36
Assumed upon acquisition*	3,026	$ 11.85
Granted	—	$ —
Exercised	(4,812)	$ 10.93
Canceled/Forfeited	(362)	$ 13.64
Balance at February 2, 2019	9,624	$ 12.87
Assumed upon acquisition*	808	$ 9.20
Granted	—	$ —
Exercised	(6,178)	$ 12.67
Canceled/Forfeited	(37)	$ 13.57
Balance at February 1, 2020	4,217	$ 12.44
Granted	—	$ —
Exercised	(1,301)	$ 11.63
Canceled/Forfeited	(21)	$ 12.88
Balance at January 30, 2021	2,895	$ 12.81
Vested or expected to vest at January 30, 2021	2,895	

* See "Note 4 - Business Combinations" for more information.

For stock options vested and expected to vest at January 30, 2021, the aggregate intrinsic value was $111.9 million. For stock options exercisable at January 30, 2021, the aggregate intrinsic value was $111.0 million. The aggregate intrinsic value of stock options exercised during fiscal 2021, 2021 and 2020 was $25.1 million, $70.5 million and $40.6 million, respectively. The Company's closing stock price of $51.46 as reported on the Nasdaq Global Select Market as of January 30, 2021 was used to calculate the aggregate intrinsic value for all in-the-money options.

Outstanding options and exercisable options information by range of exercise prices as of January 30, 2021 was as follows:

Range of Exercise Prices		Outstanding Options			Exercisable Options	
		Number of Shares (in thousands)	Weighted-Average Remaining Contractual Term (in years)	Weighted-Average Exercise Price	Number of Shares (in thousands)	Weighted-Average Exercise Price
$ 3.89	$ 10.31	319	3.95	$ 9.06	319	$ 9.06
$ 10.76	$ 10.76	897	2.25	$ 10.76	897	$ 10.76
$ 10.89	$ 14.35	893	3.87	$ 13.55	874	$ 13.55
$ 14.45	$ 15.87	651	2.67	$ 15.64	651	$ 15.64
$ 15.91	$ 22.27	134	3.40	$ 16.67	129	$ 16.60
Total		2,894	3.08	$ 12.81	2,870	$ 12.79

As of January 30, 2021, the unamortized compensation expense for stock options was $0.2 million. The unamortized compensation expense for options will be amortized on a straight-line basis and is expected to be recognized over a weighted-average period of 0.43 years.

Valuation of Employee Share-Based Awards

The expected volatility for awards granted during fiscal 2021, 2020 and 2019 was based on historical stock price volatility.

The expected dividend yield is calculated by dividing the current annualized dividend by the closing stock price on the date of grant of the option.

There were no options granted in fiscal 2021, 2020 and 2019 except for the ones the Company assumed from the Cavium and Aquantia acquisitions as described above.

The following weighted-average assumptions were used for each respective period to calculate the fair value of common shares to be issued under the ESPP on the date of grant using the Black-Scholes option pricing model:

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Employee Stock Purchase Plan:			
Estimated fair value	$ 15.12	$ 7.06	$ 4.91
Expected volatility	48 %	35 %	33 %
Expected term (in years)	1.2	1.2	1.2
Risk-free interest rate	0.1 %	1.8 %	2.6 %
Expected dividend yield	0.6 %	1.0 %	1.4 %

The following weighted-average assumptions were used for each respective period to calculate the fair value of common shares to be issued under Total Shareholder Return performance awards on the date of grant using the Monte Carlo pricing model:

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Total Shareholder Return Awards:			
Expected term (in years)	3.0	3.0	2.9
Expected volatility	40 %	32 %	35 %
Average correlation coefficient of peer companies	0.7	0.5	0.5
Risk-free interest rate	0.2 %	2.4 %	2.5 %
Expected dividend yield	0.9 %	1.0 %	1.1 %

The correlation coefficients are calculated based upon the price data used to calculate the historical volatilities and is used to model the way in which each entity tends to move in relation to its peers.

The following weighted-average assumptions were used for estimating the fair value of common shares to be issued under VCA RSUs on the date of grant using the Monte Carlo pricing model:

	Year Ended
	February 1, 2020
Value Creation Awards:	
Expected term (in years)	4.66
Expected volatility	35 %
Risk-free interest rate	1.8 %
Expected dividend yield	1.0 %

Employee 401(k) Plans

The Company sponsors a 401(k) savings and investment plan that allows eligible U.S. employees to participate by making pre-tax contributions to the 401(k) plan ranging from 1% to 75% of eligible earnings subject to a required annual limit. The Company currently matches 100% of the first 4% of the employee’s contribution and 50% of the next 2%, up to a $4,000 maximum contribution effective from January 1, 2018, and up to a $5,000 maximum contribution effective from January 1, 2021. The Company made matching contributions to employees of $11.1 million in fiscal 2021, $11.0 million in fiscal 2020 and $8.6 million in fiscal 2019. As of January 30, 2021, the 401(k) plan offers a variety of investment alternatives, representing different asset classes. Employees may not invest in the Company’s common shares through the 401(k) plan.

The Company also has voluntary defined contribution plans in various non-U.S. locations. In connection with these plans, the Company made contributions on behalf of employees totaling $11.3 million, $9.6 million and $16.8 million during fiscal 2021, 2020 and 2019, respectively.

Note 15 — Income Taxes

The U.S. and non-U.S. components of income (loss) from continuing operations before income taxes consist of the following (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
U.S. operations	$ (18,201)	$ (95,884)	$ 666,508
Non-U.S. operations	(303,967)	894,267	(671,155)
	$ (322,168)	$ 798,383	$ (4,647)

The provision (benefit) for income taxes consists of the following (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Current income tax provision (benefit):			
Federal	$ 3,210	$ 5,223	$ 46,519
State	3,439	(1,937)	5,959
Foreign	(12,028)	(4,137)	3,322
Total current income tax provision (benefit)	(5,379)	(851)	55,800
Deferred income tax provision (benefit):			
Federal	(14,401)	(125,892)	134,336
State	870	(9,382)	(6,567)
Foreign	(25,960)	(649,884)	(9,122)
Total deferred income tax provision (benefit)	(39,491)	(785,158)	118,647
Total provision (benefit) for income taxes	$ (44,870)	$ (786,009)	$ 174,447

The Company consists of a Bermuda parent holding company with various foreign and U.S. subsidiaries. The applicable statutory rate in Bermuda is zero for the Company for fiscal 2021, 2020, and 2019. For purposes of the reconciliation between the provision (benefit) for income taxes at the statutory rate and the effective tax rate, a U.S. statutory tax rate of 21% for fiscal years 2021, 2020 and 2019 is applied as follows:

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Provision at U.S. statutory rate	$ (67,655)	$ 167,660	$ (976)
State taxes, net of federal benefit	327	(9,878)	(9,652)
Difference in U.S. and non-U.S. tax rates	38,118	(181,625)	46,988
Foreign income inclusion in U.S.	861	13,736	167,093
Non-deductible compensation	4,108	6,196	13,215
Intellectual property transaction	—	(762,933)	93,777
Federal research and development credits	(49,315)	(42,604)	(29,503)
Uncertain tax positions	(19,957)	(3,913)	4,238
Change in valuation allowance	49,315	26,971	(110,921)
Other	(672)	381	188
Income tax provision (benefit)	$ (44,870)	$ (786,009)	$ 174,447

The income tax benefit for fiscal 2021 is primarily attributable to the pretax losses of the Company’s subsidiaries with income tax rates that differ from the U.S. statutory tax rate, combined with a net reduction of unrecognized tax benefits inclusive of interest and penalties, offset by tax expense attributable to non-deductible compensation. The income tax benefit for fiscal 2020 was primarily the result of the recognition of a $763.0 million tax benefit for the intra-entity transfer of the majority of the Company’s intellectual property to a subsidiary in Singapore. This resulted in the recognition of a deferred tax asset and tax benefit of $659.0 million related to the Singapore tax basis in the intellectual property. In addition, the Company recognized $104.0 million of income tax benefit from the reversal of deferred tax liabilities primarily related to previously acquired intangible assets. The income tax expense for fiscal 2019 was primarily the result of restructurings involving the transfer of certain assets and intellectual property used in the business among various subsidiaries and represented the estimated U.S. tax to be paid currently and in future years on income generated from the intellectual property transfer. The prior period transactions aligned the global economic ownership of the Company's intellectual property rights with its current and future business operations. The Company continues to evaluate potential changes to its legal entity structure in response to guidelines and requirements in various international tax jurisdictions, as well as in response to changes in our operations, and acquisitions and divestitures.

Deferred tax assets consist of the following (in thousands):

	January 30, 2021	February 1, 2020
Deferred tax assets:		
Net operating losses	$ 78,253	$ 105,925
Federal and California income tax credits	713,799	631,805
Intangible assets	629,290	632,537
Reserves and accruals	69,654	22,719
Share-based compensation	4,798	4,117
Lease liabilities	28,176	32,120
Gross deferred tax assets	1,523,970	1,429,223
Valuation allowance	(749,468)	(676,780)
Total deferred tax assets	774,502	752,443
Deferred tax liabilities:		
Intangible assets	(50,557)	(69,771)
Fixed assets	(27,549)	(27,540)
Unremitted earnings of non-U.S. subsidiaries	(20,173)	(21,284)
Right of use assets	(26,158)	(25,290)
Total deferred tax liabilities	(124,437)	(143,885)
Net deferred tax assets (liabilities)	$ 650,065	$ 608,558

The deferred tax assets and liabilities based on tax jurisdictions are presented on our consolidated balance sheet as follows:

	January 30, 2021	February 1, 2020
Non-current deferred tax assets	$ 672,424	$ 639,791
Non-current deferred tax liabilities	(22,359)	(31,233)
Net deferred tax assets (liabilities)	$ 650,065	$ 608,558

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred assets will be realized. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible or creditable. The Company weighs all positive and negative evidence including our earnings history, results of recent operations, reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. As of January 30, 2021, the Company recorded a valuation allowance of $749.5 million which is an increase of $72.7 million from fiscal 2020. The Company provided a full valuation allowance against its federal and state research and development and other tax credits. Based on the available objectively verifiable positive and negative evidence, the Company determined that it is more likely than not that these tax credits and a limited amount of net operating losses will not be realized in the future. The Company also provided a valuation allowance against the deferred tax assets of a portion of its operations in Israel, which has cumulative losses in recent years and is not projecting sufficient future taxable income to realize the benefit of its deferred tax assets, as well as a valuation allowance against Canadian research and development credits. It is also possible that significant negative evidence may become available that causes the Company to conclude that a valuation allowance is needed on certain of its other deferred tax assets, which would adversely affect the Company's income tax provision in the period of such change in judgment.

As of January 30, 2021, the Company had net operating loss carryforwards available to offset future taxable income of approximately $832.6 million, $517.3 million and $815.1 million for U.S. federal, state of California and foreign purposes, respectively. The federal carryforwards will begin to expire in fiscal year 2022, and the California carryforwards will begin to expire in fiscal year 2028, if not utilized before these years. The majority of the Company’s foreign losses carry forward indefinitely. The Company also had federal research and other tax credit carryforwards of approximately $360.3 million which will begin to expire in fiscal 2022. As of January 30, 2021, the Company also had California research tax credit carryforwards of approximately $478.6 million, which can be carried forward indefinitely. The Company also has research and other tax credit carryforwards of approximately $28.8 million in other U.S. states which will begin to expire in fiscal 2022 due to the statutes of limitation.

Utilization of the Company's U.S. federal and state net operating loss and credit carryforwards may be subject to annual limitations due to ownership change provisions by the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitation may result in the expiration of net operating losses and credits before utilization. Future changes in the Company's stock ownership, some of which are outside of the Company's control, could result in an ownership change under Section 382 and result in a limitation on US tax attributes. As of January 30, 2021, the Company had approximately $801.1 million and $120.4 million of federal net operating loss and tax credit carryforwards, respectively, in the U.S. subject to an annual limitation. The Company does not expect these limitations to result in any permanent loss of its tax benefits.

The following table reflects changes in the unrecognized tax benefits (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Unrecognized tax benefits as of the beginning of the period	$ 166,828	$ 158,323	$ 23,252
Increases related to acquired tax positions	—	9,215	131,631
Increases related to prior year tax positions	77,878	1,789	1,836
Decreases related to prior year tax positions	(1,106)	(6,747)	(6,259)
Increases related to current year tax positions	5,603	7,614	11,154
Settlements	(476)	(443)	—
Lapse in the statute of limitations	(8,193)	(4,044)	(3,198)
Foreign exchange (gain) loss	1,616	1,121	(93)
Gross amounts of unrecognized tax benefits as of the end of the period	$ 242,150	$ 166,828	$ 158,323

Included in the balances as of January 30, 2021 is $171.5 million of unrecognized tax benefit that would affect the effective income tax rate if recognized. Also, in the year ended January 30, 2021, the Company increased its uncertain prior year tax positions by $77.9 million which included $75.1 million related to items that had been previously accrued as deferred tax liabilities and are now reflected as reductions to deferred tax assets at January 30, 2021, as a result of a current year change in the Company's assessment of its future income tax filing positions for these items. Finally, $221.7 million, $146.6 million and $135.6 million of the gross unrecognized tax benefits presented in the table above are offset against deferred tax assets in the consolidated balance sheets as of January 30, 2021, February 1, 2020 and February 2, 2019, respectively.

The amounts in the table above do not include the related interest and penalties. The amount of interest and penalties accrued was approximately $4.0 million, $12.4 million, and $15.1 million as of January 30, 2021, February 1, 2020, and February 2, 2019, respectively. The Company’s policy is to recognize these interest and penalties as a component of income tax expense. The consolidated statements of operations for fiscal 2021, 2020, and 2019 included $1.0 million, $1.4 million, and $2.7 million, respectively, of interest and penalties related to the unrecognized tax benefits.

The Company's major tax jurisdictions are the United States, the states of California and Massachusetts, China, India, Israel, and Singapore. The Company is subject to income tax audits by the respective tax authorities in all of the jurisdictions in which it operates. The examination of tax liabilities in each of these jurisdictions requires the interpretation and application of complex and sometimes uncertain tax laws and regulations. As of January 30, 2021, the Company is subject to examination in material jurisdictions including China, India, Israel, Singapore, Germany, and the United States for fiscal years 2001 through 2021.

The Company will continue to review its tax positions and provide for or reverse unrecognized tax benefits as issues arise. During the next 12 months, it is reasonably possible that the amount of unrecognized tax benefits could increase or decrease significantly due to changes in tax law in various jurisdictions, new tax audits and changes in the U.S. dollar as compared to foreign currencies within the next 12 months. Excluding these factors, uncertain tax positions may decrease by $5.4 million from the lapse of the statutes of limitation in various jurisdictions during the next 12 months.

The Singapore Economic Development Board (“EDB”) initially granted a 10-year Pioneer Status in July 1999 to the Company’s Singapore subsidiary. In October 2004, the Company’s subsidiary in Singapore was granted a second incentive known as the Development and Expansion Incentive (“DEI”), and in June 2006, the EDB agreed to extend the Pioneer status for 15 years to June 2014. The Company renegotiated with the Singapore government and in fiscal 2015, they extended the DEI tax incentives to the Company until June 2019. The Company renegotiated again with the Singapore government and during the second quarter of fiscal 2020, they extended the DEI tax incentives until June 2024. In the future, the Company may negotiate a further extension of these incentives. In order to retain these tax benefits in Singapore, the Company must meet certain operating conditions relating to, among other things, certain headcount and investment requirements, as well as maintenance of a regional headquarters function, and certain research and development activities in Singapore. There was no such benefit in fiscal 2021, 2020, and 2019.

Under the Israeli Encouragement law of “approved or benefited enterprise,” Marvell Israel (M.I.S.L) Ltd., is entitled to approved and benefited tax programs that include reduced tax rates and exemption of certain income with respect to its Galileo switches activity, subject to various operating and other conditions. Income from the approved or benefited enterprises, with the exception of capital gains, is eligible up to fiscal 2027. In fiscal 2021, tax savings associated with these tax holidays were approximately $2.1 million, which if paid would impact the Company’s earnings per share by less than $0.01 per share in fiscal 2021. There was no such benefit recognized in fiscal 2020 or fiscal 2019.

The Coronavirus Aid, Relief, and Economic Security (“CARES”) Act was enacted into US federal law on March 27, 2020. The CARES Act provided numerous tax provisions and other stimulus measures, including temporary changes regarding the prior and future utilization of net operating losses, temporary changes to the prior and future limitations on interest deductions, and technical corrections from prior tax legislation for tax depreciation of certain qualified improvement property. The Company evaluated the provisions of the CARES Act and concluded that there was no material impact on its financial statements. The tax effects of other related foreign government assistance enacted into law this period are also not material to the Company this period.

The Company’s principal source of liquidity as of January 30, 2021 consisted of approximately $748.5 million of cash and cash equivalents, of which approximately $618.1 million was held by subsidiaries outside of Bermuda. The Company has not recognized a deferred tax liability on $264.2 million of these assets as those amounts are deemed to be indefinitely reinvested. The Company plans to use such amounts to fund various activities outside of Bermuda, including working capital requirements, capital expenditures for expansion, funding of future acquisitions or other financing activities.

Note 16 — Net Income (Loss) Per Share

The Company reports both basic net income (loss) per share, which is based on the weighted-average number of common shares outstanding during the period, and diluted net income (loss) per share, which is based on the weighted-average number of common shares outstanding and potentially dilutive shares outstanding during the period. The computations of basic and diluted net income (loss) per share are presented in the following table (in thousands, except per share amounts):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Numerator:			
Net income (loss)	$ (277,298)	$ 1,584,391	$ (179,094)
Denominator:			
Weighted-average shares — basic	668,772	664,709	591,232
Effect of dilutive securities:			
Share-based awards	—	11,385	—
Weighted-average shares — diluted	668,772	676,094	591,232
Net income (loss) per share:			
Basic	$ (0.41)	$ 2.38	$ (0.30)
Diluted	$ (0.41)	$ 2.34	$ (0.30)

Potential dilutive securities include dilutive common shares from share-based awards attributable to the assumed exercise of stock options, restricted stock units and employee stock purchase plan shares using the treasury stock method. Under the treasury stock method, potential common shares outstanding are not included in the computation of diluted net income per share, if their effect is anti-dilutive.

Anti-dilutive potential shares are presented in the following table (in thousands):

	Year Ended		
	January 30, 2021	February 1, 2020	February 2, 2019
Weighted-average shares outstanding:			
Share-based awards	11,268	1,124	20,435

Anti-dilutive potential shares from share-based awards are excluded from the calculation of diluted earnings per share for all periods reported above because either their exercise price exceeded the average market price during the period or the share-based awards were determined to be anti-dilutive based on applying the treasury stock method. Anti-dilutive potential shares from share-based awards are also excluded from the calculation of diluted earnings per share for the years ended January 30, 2021 and February 2, 2019 due to the net losses reported in those periods.

Note 17 — Segment and Geographic Information

The Company operates in one reportable segment — the design, development and sale of integrated circuits. The chief executive officer was identified as the chief operating decision maker ("CODM") and is ultimately responsible for and actively involved in the allocation of resources and the assessment of the Company's performance. The fact that the Company operates in only one reportable segment is based on the following:

- The Company uses a highly-integrated approach in developing its products in that discrete technologies developed by the Company are frequently integrated across many of its products. Substantially all of the Company's integrated circuits are manufactured under similar manufacturing processes.
- The Company's organizational structure is based along functional lines. Each of the functional department heads reports directly to the CODM. Shared resources in the Company also report directly to the CODM or to a direct report of the CODM.
- The assessments of performance across the Company, including assessment of the Company's incentive compensation plan, are based largely on operational performance and consolidated financial performance.
- The decisions on allocation of resources and other operational decisions are made by the CODM based on his direct involvement with the Company's operations and product development.

The following table presents long-lived asset information based on the physical location of the assets by geographic region (in thousands):

	January 30, 2021	February 1, 2020
Property and equipment, net:		
United States	$ 245,471	$ 265,685
Singapore	29,603	37,717
India	18,832	20,815
Israel	14,152	15,808
China	12,810	11,979
Others	5,257	5,088
	$ 326,125	$ 357,092

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Management's Evaluation of Disclosure Controls and Procedures

Management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of January 30, 2021. Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of January 30, 2021.

Management has concluded that the consolidated financial statements included in this Form 10-K present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Internal control over financial reporting consists of policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) are designed and operated to provide reasonable assurance regarding the reliability of our financial reporting and our process for the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Our internal control over financial reporting is designed by, and under the supervision of the principal executive officer and principal financial officer and effected by the Company's Board of Directors, management, and others. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of January 30, 2021 using the criteria for effective internal control over financial reporting as described in "Internal Control-Integrated Framework," issued by the Committee of Sponsoring Organization of the Treadway Commission (2013 framework) (the COSO Criteria). Based on this assessment, management concluded that our internal control over financial reporting was effective as of January 30, 2021.

The effectiveness of our internal control over financial reporting as of January 30, 2021 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in its report that is included herein.

Inherent Limitations on Effectiveness of Controls

Our management, including our principal executive officer and our principal financial officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Changes to Internal Control over Financial Reporting

No change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the three months ended January 30, 2021 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. As a result of the COVID-19 pandemic, we have modified our workplace practices globally, resulting in most of our employees working remotely. We are continually monitoring and assessing the COVID-19 situation on our internal controls to minimize the impact on their design and operating effectiveness. We believe that our internal controls over financial reporting are being executed effectively and continue to be effective.

Item 9B. *Other Information*

None

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Marvell Technology Group Ltd.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Marvell Technology Group Ltd. and subsidiaries (the “Company”) as of January 30, 2021, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 30, 2021, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended January 30, 2021, of the Company and our report dated March 16, 2021, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
March 16, 2021

PART III

Unless we file an amendment to this Form 10-K within 120 days after January 30, 2021 to include the Part III information, we intend to incorporate such information by reference to our definitive proxy statement in connection with our 2021 annual general meeting of shareholders to be held on June 3, 2021 (the “2021 Proxy Statement”), as described above.

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by Items 401 and 407(c)(3) of Regulation S-K with respect to our directors, director nominees, executive officers and corporate governance is incorporated by reference herein to the information set forth under the captions “Board of Directors and Committees of the Board” and “Information About Our Executive Officers” in our definitive proxy statement in connection with our 2021 annual general meeting of shareholders to be held June 3, 2021 (the “2021 Proxy Statement”), which will be filed with the SEC no later than 120 days after January 30, 2021.

Delinquent Section 16(a) Reports

The information required by Item 405 of Regulation S-K is incorporated by reference herein, as applicable, to the information set forth under the caption “Delinquent Section 16(a) Reports” in our 2021 Proxy Statement.

Code of Ethics

We have adopted a Code of Ethics and Business Conduct for Employees, Officers and Directors that applies to all of our directors, officers (including our Chief Executive Officer (our principal executive officer), Chief Financial Officer (our principal financial officer), Corporate Controller (our chief accounting officer) and any person performing similar functions) and employees. This Code of Ethics was most recently amended in March 2021. We will disclose future amendments to or waivers from our Code of Ethics and Business Conduct for Employees, Officers and Directors on our website or in a report on Form 8-K within four business days following the date of such amendment or waiver. Our Code of Ethics and Business Conduct for Employees, Officers and Directors is available on our website *www.marvell.com*. None of the material on our website is part of our Annual Report on Form 10-K or is incorporated by reference herein.

Committees of the Board of Directors

The information required by Items 407(d)(4) and (d)(5) of Regulation S-K concerning our Audit Committee and audit committee financial expert is incorporated by reference herein to the information set forth under the caption “Board of Directors and Committees of the Board - Committees of our Board of Directors” in our 2021 Proxy Statement.

Item 11. *Executive Compensation*

The information required by Items 402, 407(e)(4) and 407(e)(5) of Regulation S-K is incorporated by reference herein to the information set forth under the captions “Board of Directors and Committees of the Board - Director Compensation Table,” “Executive Compensation” and “Executive Compensation Committee Interlocks and Insider Participation” in our 2021 Proxy Statement.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters*

The information required by Item 403 of Regulation S-K is incorporated by reference herein to the information set forth under the caption “Security Ownership of Certain Beneficial Owners and Management” in our 2021 Proxy Statement.

Securities Authorized for Issuance under Equity Compensation Plans

Equity Compensation Plan Information

The following table provides certain information with respect to all of our equity compensation plans in effect as of January 30, 2021:

Plan Category	(a) Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1)	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants, and Rights (2)	(c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)
Equity compensation plans approved by security holders (3)(4)	16,567,652	$ 17.15	110,427,347
Equity compensation plans not approved by security holders (5)	2,208,951	$ 12.38	—

(1) Includes only options and restricted stock units (outstanding under our equity compensation plans, as no stock warrants or other rights were outstanding as of January 30, 2021).

(2) The weighted-average exercise price calculation does not take into account any restricted stock units as those units vest, without any cash consideration or other payment required for such shares.

(3) Includes our Amended and Restated 1995 Stock Option Plan, our Amended 2000 Employee Stock Purchase Plan (the “2000 ESPP”).

(4) The number of shares reserved for issuance under our 2000 ESPP includes an annual increase in shares reserved for issuance equal to the lesser of (i) 8,000,000 shares of Common Stock, or (ii) 1.5% of the outstanding shares of capital stock on such date, or (iii) an amount determined by the Board (provided that the amount approved by the Board shall not be greater than (i) or (ii)).

(5) Plans not approved by security holders consists of the Cavium 2007, 2016 and Qlogic equity incentive plans which we assumed in our merger with Cavium Inc and Aquantia 2004, 2015 and 2017 equity incentive plans which we assumed in our merger with Aquantia.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by Item 404 of Regulation S-K is incorporated by reference herein to the information set forth under the caption “Related Party Transactions” in our 2021 Proxy Statement.

The information required by Item 407(a) of Regulation S-K is incorporated by reference herein to the information set forth under the caption “Board of Directors and Committees of the Board” in our 2021 Proxy Statement.

Item 14. *Principal Accounting Fees and Services*

The information required by Item 9(e) of Schedule 14A is incorporated by reference to the information set forth under the caption “Information Concerning Independent Registered Public Accounting Firm” in our 2021 Proxy Statement.

PART IV

Item 15. *Exhibits, Financial Statement Schedules*

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. *Financial Statements:*

See the “Index to Consolidated Financial Statements” on page 52 of this Annual Report on Form 10-K.

2. *Financial Statement Schedule:*

See “Schedule II — Valuation and Qualifying Accounts” on page 108 of this Annual Report on Form 10-K:

All other schedules not listed above have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

3. *Exhibits.*

Exhibit No.	Description	Form	File Number	Incorporated by Reference from Exhibit Number	Filed with SEC
2.1	Agreement and Plan of Merger by and among the Company, Kauai Acquisition Corp., and Cavium, Inc. dated as of November 19, 2017	8-K	000-30877	2.1	11/20/2017
2.2	Asset Purchase Agreement between Marvell and NXP dated May 29, 2019	10-Q	000-30877	2.1	9/4/2019
2.3	Agreement and Plan of Merger and Reorganization, dated as of October 29, 2020, by and among Marvell Technology Group Ltd., Inphi Corporation, Maui HoldCo, Inc., Maui Acquisition Company Ltd and Indigo Acquisition Corp.	8-K	003-30877	2.1	10/30/2020
3.1	Memorandum of Association of Marvell Technology Group Ltd.	10-K	000-30877	3.1	03/29/2018
3.2	Fourth Amended and Restated Bye-Laws of Marvell Technology Group Ltd.	8-K	000-30877	3.1	11/10/2016
3.3	Memorandum of Increase of Share Capital of Marvell Technology Group Ltd. dated June 29, 2006, June 7, 2004, April 25, 2000, July 16, 1999, July 22, 1998, September 26, 1996 and March 10, 1995	10-Q	000-30877	3.5	06/05/2018
3.4	Certificate of Incorporation of Marvell Technology Group Ltd.	10-Q	000-30877	3.2	06/05/2018
3.5	Memorandum of Reduction of Share Premium dated August 8, 2011	10-Q	000-30877	3.4	06/05/2018
4.1	Specimen common share certificate for Marvell Technology Group Ltd.	10-K	000-30877	4.1	03/29/2018
4.2	Indenture, dated as of June 22, 2018, by and between Marvell Technology Group Ltd. and U.S. Bank National Association, as trustee	8-K	000-30877	4.1	06/22/2018

4.3	First Supplemental Indenture, dated as of June 22, 2018, by and between Marvell Technology Group Ltd. and U.S. Bank National Association, as trustee	8-K	000-30877	4.2	06/22/2018
4.4	Form of 4.200% Senior Notes due 2023 (included in Exhibit 4.3)	8-K	000-30877	4.3	06/22/2018
4.5	Form of 4.87% Senior Notes due 2028 (included in Exhibit 4.3)	8-K	000-30877	4.4	06/22/2018
4.6	Description of Marvell Securities Registered under Section 12 of the Exchange Act	10-K	000-30877	4.6	3/23/2020
10.2#	2000 Employee Stock Purchase Plan (as amended and restated as of October 31, 2011)	10-Q	000-30877	10.1	12/2/2011
10.2.1#	2000 Employee Stock Purchase Plan Form of Subscription Agreement as amended September 2020	10-Q	000-30877	10.3	12/4/2020
10.3#	Amended and Restated 1995 Stock Option Plan, amended through September 2020	10-Q	000-30877	10.1	12/4/2020
10.3.1#	Form of Stock Unit Agreement and Notice of Grant for use with 1995 Stock Option Plan (amended as of September 2020)	10-Q	000-30877	10.2	12/4/2020
10.3.2#	Form of Stock Option Agreement and Notice of Grant of Stock Options and Option Agreement for use with 1995 Stock Option Plan (for options granted after September 20, 2013)	8-K	000-30877	10.2	9/26/2013
10.3.3#	Form of Stock Unit Agreement and Notice of Grant of Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan (for RSUs granted on or after August 2, 2010)	10-Q	000-30877	10.4	9/3/2010
10.3.4#	Form of Performance Award Agreement and Notice of Grant of Performance Award and Award Agreement for use with the Amended and Restated 1995 Stock Option Plan	10-Q	000-30877	10.2	6/5/2014
10.3.5#	Form of Deferral Feature Stock Unit Agreement with Stock Unit Election Form for use with the Amended and Restated 1995 Stock Option Plan	10-K	000-30877	10.3.11#	03/29/2018
10.3.6#	Form of Relative TSR RSU Grant Notice	10-Q	000-30877	10.3	06/06/2019
10.3.7#	Form of Value Creation Performance Based Restricted Stock Unit Grant Notice	10-Q	000-30877	10.1	06/06/2019
10.3.8#	Form of Stock Unit Agreement and Notice of Grant under Amended 1995 Stock Option Plan	10-Q	003-30877	10.7	12/04/2019

10.4#	Marvell Technology Group Ltd. Executive Performance Incentive Plan	8-K	000-30877	10.1	7/2/2015
10.5#	Form of Indemnification Agreement with Directors and Executive Officers	8-K	000-30877	10.1	10/10/2008
10.6#	Indemnification Arrangement with Dr. Sehat Sutardja	8-K	000-30877	10.1	3/7/2011
10.7#	Offer Letter between the Marvell and Matthew J. Murphy and form of Severance Agreement attached thereto as Appendix B	8-K	000-30877	10.1	6/20/2016
10.7.1#	Severance Agreement with Matt Murphy as amended December 1, 2020	10-Q	000-30877	10.6	12/4/2020
10.8#	Marvell Technology Group Ltd. Change in Control Severance Plan and Summary Plan Description effective June 2016 and updated June 2020	10-Q	000-30877	10.1	8/28/2020
10.9#	Offer Letter between Marvell and Mitchell Gaynor	10-Q	000-30877	10.3	9/8/2016
10.10#	Offer Letter between Marvell and Andrew Micallef	10-Q	000-30877	10.5	9/8/2016
10.11#	Offer Letter between the Company and Jean Hu	8-K	000-30877	10.1	8/23/2016
10.12#	Severance Agreement between the Company and Mitchell Gaynor	10-K	000-30877	10.23	03/28/2017
10.13#	Offer Letter between Marvell and Raghib Hussain	10-Q	003-30877	10.3	09/12/28
10.14#	Severance Agreement between the Company and Willem Meintjes, dated December 9, 2016	8-K	003-30877	10.1	06/29/2018
10.15	Credit Agreement dated as of June 13, 2018, among Marvell Technology Group Ltd., the Lenders party thereto, Goldman Sachs Bank USA, as the General Administrative Agent and the Term Facility Agent, and Bank of America, N.A., as the Revolving Facility Agent	8-K	003-30877	10.1	06/13/2018
10.16#	Summary of Fiscal 2021 Compensation Arrangements	10-Q	003-30877	10.1	05/29/2020
10.17	Warrant to Purchase Common Shares of Marvell dated June 5, 2019	8-K	003-30877	99.1	06/05/2019
10.18#	Cavium, Inc. 2016 Equity Incentive Plan (including forms of grant notice and agreements)	10-Q	003-30877	10.1	12/04/2019
10.19#	Cavium, Inc. 2007 Equity Incentive Plan (including forms of grant notice and agreements)	10-Q	003-30877	10.2	12/04/2019
10.20#	QLogic Corporation 2005 Performance Incentive Plan (including forms of grant notice and agreements)	10-Q	003-30877	10.3	12/04/2019
10.21#	Aquantia Corp. 2004 Equity Incentive Plan (including forms of grant notice and agreements)	10-Q	003-30877	10.4	12/04/2019

10.22#	Aquantia Corp. 2015 Equity Incentive Plan (including forms of grant notice and agreements)	10-Q	003-30877	10.5	12/04/2019
10.23#	Aquantia Corp. 2017 Equity Incentive Plan (including forms of grant notice and agreements)	10-Q	003-30877	10.6	12/04/2019
10.24#	Offer Letter for Dean Jarnac and promotion summary of terms	10-Q	003-30877	10.9	12/04/2019
10.25	Bridge Credit Agreement dated November 2019 among Marvell and the lenders party thereto, Wells Fargo Bank as administrative agent, Wells Faro Securities and Citibank	8-K	003-30877	10.10	11/05/2019
10.26	Commitment Letter, dated as of October 29, 2020, by and among Marvell Technology Group Ltd., Maui HoldCo, Inc., and JPMorgan Chase Bank, N.A.	8-K	003-30877	10.1	10/30/2020
10.27	Facilities Commitment Letter, dated as of October 29, 2020, by and among Marvell Technology Group Ltd., Maui HoldCo, Inc. and JPMorgan Chase Bank, N.A.	8-K	003-30877	10.2	10/30/2020
10.28	Credit Agreement, dated as of December 7, 2020, among Marvell Technology Group Ltd., Maui HoldCo, Inc., the Guarantors party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as the Administrative Agent.	8-K	003-30877	10.1	12/08/2020
10.29	Revolving Credit Agreement, dated as of December 7, 2020, among Marvell Technology Group Ltd., Maui HoldCo, Inc., the Guarantors party thereto, the Lenders party thereto and Bank of America, N.A., as the Administrative Agent.	8-K	003-30877	10.2	12/08/2020
10.30	Amendment No. 1 to Credit Agreement, dated as of December 7, 2020, among Marvell Technology Group Ltd., the Lenders party thereto, Bank of America, N.A., as the Revolving Facility Agent, and Goldman Sachs Bank USA, as the General Administrative Agent and the Term Facility Agent.	8-K	003-30877	10.3	12/08/2020
21.1	Subsidiaries of Registrant				Filed herewith
23.1	Consent of Independent Registered Public Accounting Firm - Deloitte & Touche LLP				Filed herewith
24.1	Power of Attorney (contained in the signature page to this Annual Report)				Filed herewith
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Principal Executive Officer				Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Principal Financial Officer				Filed herewith

32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Principal Executive Officer	Filed herewith
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Principal Financial Officer	Filed herewith
101.INS	Inline XBRL Instance Document	
101.SCH	Inline XBRL Taxonomy Extension Schema Document	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	
101.DEF	Inline XBRL Taxonomy Extension Definition	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document	
104	Cover Page Interactive Data File - The cover page from this Annual Report on Form 10-K is formatted in iXBRL	

\# Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.

* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Annual Report Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

Item 16. ***Form 10-K Summary***

Not applicable.

SIGNATURES

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MARVELL TECHNOLOGY GROUP LTD.

Dated: March 16, 2021	By:	/S/ JEAN HU
		Jean Hu ***Chief Financial Officer*** **(Principal Financial Officer)**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew J. Murphy and Jean Hu, and each of them individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Name and Signature	**Title**	**Date**
/S/ MATTHEW J. MURPHY **Matthew J. Murphy**	President and Chief Executive Officer (Principal Executive Officer), Director	March 16, 2021
/S/ JEAN HU **Jean Hu**	Chief Financial Officer (Principal Financial Officer)	March 16, 2021
/S/ WILLEM MEINTJES **Willem Meintjes**	Chief Accounting Officer (Principal Accounting Officer)	March 16, 2021
/S/ TUDOR BROWN **Tudor Brown**	Director	March 16, 2021
/S/ BRAD BUSS **Brad Buss**	Director	March 16, 2021
/S/ EDWARD FRANK **Dr. Edward Frank**	Director	March 16, 2021
/S/ RICHARD S. HILL **Richard S. Hill**	Chairman of the Board	March 16, 2021
/S/ MARACHEL KNIGHT **Marachel Knight**	Director	March 16, 2021

Name and Signature	Title	Date
/S/ BETHANY MAYER **Bethany Mayer**	Director	March 16, 2021
/S/ MICHAEL STRACHAN **Michael Strachan**	Director	March 16, 2021
/S/ ROBERT E. SWITZ **Robert E. Switz**	Director	March 16, 2021

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS

(in thousands)

	Balance at Beginning of Year	Additions	Deductions	Balance at End of Year
Fiscal year ended January 30, 2021				
Allowance for doubtful accounts (1)	$ 2,126	$ 1,442	$ (1,497)	$ 2,071
Deferred tax asset valuation allowance	$ 676,780	$ 72,688	$ —	$ 749,468
Fiscal year ended February 1, 2020				
Allowance for doubtful accounts (1)	$ 2,637	$ 3,448	$ (3,959)	$ 2,126
Deferred tax asset valuation allowance	$ 597,829	$ 78,951	$ —	$ 676,780
Fiscal year ended February 2, 2019				
Allowance for doubtful accounts (1)	$ 984	$ 1,653	$ —	$ 2,637
Deferred tax asset valuation allowance	$ 618,353	$ —	$ (20,524)	$ 597,829

(1) Beginning in fiscal 2019 upon the adoption of the new revenue recognition standard, the sales return reserve is included as a component of contract liabilities within accrued liabilities in the accompanying consolidated balance sheet. The additions and deductions to contract liabilities during fiscal 2021 is disclosed in “Note 3 - Revenue” in the accompanying notes to the consolidated financial statements.

Exhibit 21.1

SUBSIDIARIES OF MARVELL

Subsidiary	Jurisdiction
Cavium India Holdings, LLC	California, United States
Cavium International	Cayman Islands
Cavium Networks (India) Private Limited	India
Cavium Networks Asia	Cayman Islands
Cavium Networks International	Cayman Islands
Cavium Networks International, Inc.	Delaware, United States
Cavium Networks LLC	Delaware, United States
Cavium Networks Singapore Pte. Ltd.	Singapore
Cavium Semiconductor Technology (Shanghai) Co., Ltd.	China
Marvell Technology UK Ltd.	United Kingdom
Cavium, LLC	Delaware, United States
Marvell Asia Pte Ltd	Singapore
Marvell Hong Kong Limited	Hong Kong
Marvell India Private Limited	India
Marvell International Ltd.	Bermuda
Marvell International Technology Ltd.	Bermuda
Marvell Israel (M.I.S.L) Ltd.	Israel
Marvell Italia S.r.l.	Italy
Marvell Japan K.K.	Japan
Marvell Netherlands B.V.	Netherlands
Marvell Semiconductor Germany GmbH	Germany
Marvell Semiconductor Korea, Ltd.	Korea
Marvell Semiconductor Sdn. Bhd.	Malaysia
Marvell Semiconductor, Ltd.	Delaware, United States
Marvell Semiconductor, Inc.	California, United States
Marvell Switzerland S.a.r.l.	Switzerland
Marvell Taiwan Ltd.	Taiwan
Marvell Technology (Beijing), Ltd.	China
Marvell Technology (Chengdu), Ltd.	China
Marvell Technology (Nanjing), Ltd.	China
Marvell Technology (Shanghai), Ltd.	China
Marvell Semiconductor Canada Inc.	Canada
Marvell Technology Denmark ApS	Denmark
Marvell Technology Japan Y.K.	Japan
Marvell Technology Sweden AB	Sweden
Marvell Technology Vietnam LLC	Vietnam
Marvell Technology Holdings, Inc.	Delaware, United States
Marvell World Trade Ltd.	Barbados
NetXen, Inc.	Delaware, United States
PT. Marvell Technology Indonesia	Indonesia
QLGC Limited	Ireland

QLogic Hong Kong Ltd.	Hong Kong
QLogic India Pvt. Ltd.	India
QLogic International Holdings, Inc.	Delaware, United States
QLogic International Ltd.	Bermuda
QLogic LLC	Delaware, United States
QLogic Storage Network Infrastructure (Beijing) Co. Ltd.	China
QLogic Switch Products, LLC	Minnesota, United States
Utopia Capital Holdings, Ltd.	Bermuda
Aquantia Corp.	Delaware, United States
Aquantia LLC	Delaware, United States
Marvell Rus LLC	Russia
Aquantia Semiconductor India Pvt Ltd	India
Aquantia C.V.	Netherlands
Aquantia (Cayman), Ltd.	Cayman Islands
Aquantia B.V.	Netherlands
Aquantia Czech s.r.o	Czech Republic
Marvell Government Solutions, LLC Solutions, LLC][2]	Delaware, United States
Marvell Technology Poland Sp. Z o.o.	Poland
Marvell Technology, Inc.	Delaware, United States
Indigo Acquisition Corp.	Delaware, United States
Maui Acquisition Company Ltd.	Bermuda

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements on Form S-3 (No. 333-225591, 333-237335) and Form S-8 (Nos. 333-40152, 333-40154, 333-54188, 333-55974, 333-56322, 333-87322, 333-91124, 333-104925, 333-106683, 333-108334, 333-111133, 333-114434, 333-124072, 333-133281, 33-148621, 333-151816, 333-151826, 333-163644, 333-180412, 333-187641, 333-194865, 333-204730, 333-213059, 333-217004, 333-224015, 333-226085, 333-230616, 333-233851 and 333-237333) of our reports dated March 16, 2021, relating to the financial statements of Marvell Technology Group Ltd. and the effectiveness of Marvell Technology Group Ltd.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended January 30, 2021.

/s/ Deloitte & Touche LLP

San Jose, California
March 16, 2021

Exhibit 31.1

CERTIFICATION

I, Matthew J. Murphy, certify that:

1. I have reviewed this Annual Report on Form 10-K of Marvell Technology Group Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2021

By: /s/ Matthew J. Murphy

Matthew J. Murphy
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Jean Hu, certify that:

1. I have reviewed this Annual Report on Form 10-K of Marvell Technology Group Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2021	By:	/s/ Jean Hu
		Jean Hu **Chief Financial Officer** **(Principal Financial Officer)**

Exhibit 32.1

CERTIFICATION

I, Matthew J. Murphy, the Principal Executive Officer of Marvell Technology Group Ltd. (the “Registrant”), certify for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge,

(i) the Annual Report of the Registrant on Form 10-K for the fiscal year ended January 30, 2021 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 16, 2021

By: /s/ Matthew J. Murphy

Matthew J. Murphy
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION

I, Jean Hu, the Principal Financial Officer of Marvell Technology Group Ltd. (the “Registrant”), certify for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge,

(i) the Annual Report of the Registrant on Form 10-K for the fiscal year ended January 30, 2021 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 16, 2021	By:	/s/ Jean Hu
		Jean Hu **Chief Financial Officer** **(Principal Financial Officer)**