

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended November 3, 2018

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: 000-30877

Marvell Technology Group Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of
incorporation or organization)

77-0481679

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

Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda

(441) 296-6395

(Address of principal executive offices, Zip Code and registrant's telephone number, including area code)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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. (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	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

The number of common shares of the registrant outstanding as of December 3, 2018 was 657.4 million shares.

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PART I: FINANCIAL INFORMATION
Item 1. Financial Statements

MARVELL TECHNOLOGY GROUP LTD.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value per share)

	November 3, 2018	February 3, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 610,261	\$ 888,482
Short-term investments	—	952,790
Accounts receivable, net	453,775	280,395
Inventories	376,210	170,039
Prepaid expenses and other current assets	49,230	41,482
Assets held for sale	30,745	30,767
Total current assets	1,520,221	2,363,955
Property and equipment, net	313,113	202,222
Goodwill	5,499,145	1,993,310
Acquired intangible assets, net	2,639,370	—
Other non-current assets	260,176	148,800
Total assets	\$ 10,232,025	\$ 4,708,287
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 209,562	\$ 145,236
Accrued liabilities	302,095	86,958
Accrued employee compensation	141,602	127,711
Deferred income	2,947	61,237
Total current liabilities	656,206	421,142
Long-term debt	1,805,734	—
Non-current income taxes payable	53,862	56,976
Deferred tax liabilities	108,016	52,204
Other non-current liabilities	32,928	36,552
Total liabilities	2,656,746	566,874
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Common shares, \$0.002 par value	1,314	991
Additional paid-in capital	6,157,283	2,733,292
Accumulated other comprehensive loss	—	(2,322)
Retained earnings	1,416,682	1,409,452
Total shareholders' equity	7,575,279	4,141,413
Total liabilities and shareholders' equity	\$ 10,232,025	\$ 4,708,287

See accompanying notes to unaudited condensed consolidated financial statements

MARVELL TECHNOLOGY GROUP LTD.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net revenue	\$ 851,051	\$ 616,302	\$ 2,120,992	\$ 1,793,761
Cost of goods sold	467,464	238,533	984,602	705,303
Gross profit	383,587	377,769	1,136,390	1,088,458
Operating expenses:				
Research and development	264,888	165,477	657,907	534,444
Selling, general and administrative	112,178	59,112	318,192	169,875
Restructuring related charges	27,031	3,284	64,013	8,455
Total operating expenses	404,097	227,873	1,040,112	712,774
Operating income (loss) from continuing operations	(20,510)	149,896	96,278	375,684
Interest income	1,046	4,301	10,690	11,643
Interest expense	(22,370)	(262)	(38,409)	(393)
Other income (loss), net	(2,628)	2,161	(3,858)	5,471
Interest and other income (loss), net	(23,952)	6,200	(31,577)	16,721
Income (loss) from continuing operations before income taxes	(44,462)	156,096	64,701	392,405
Provision (benefit) for income taxes	9,305	6,759	(16,903)	8,026
Income (loss) from continuing operations, net of tax	(53,767)	149,337	81,604	384,379
Income from discontinued operations, net of tax	—	50,851	—	87,689
Net income (loss)	\$ (53,767)	\$ 200,188	\$ 81,604	\$ 472,068
Net income (loss) per share - Basic:				
Continuing operations	\$ (0.08)	\$ 0.30	\$ 0.14	\$ 0.77
Discontinued operations	\$ —	\$ 0.11	\$ —	\$ 0.17
Net income (loss) per share - Basic	\$ (0.08)	\$ 0.41	\$ 0.14	\$ 0.94
Net income (loss) per share - Diluted:				
Continuing operations	\$ (0.08)	\$ 0.30	\$ 0.14	\$ 0.75
Discontinued operations	\$ —	\$ 0.10	\$ —	\$ 0.17
Net income (loss) per share - Diluted	\$ (0.08)	\$ 0.40	\$ 0.14	\$ 0.92
Weighted average shares:				
Basic	657,519	494,096	569,031	499,568
Diluted	657,519	504,903	578,872	510,935
Cash dividends declared per share	\$ 0.06	\$ 0.06	\$ 0.18	\$ 0.18

See accompanying notes to unaudited condensed consolidated financial statements

MARVELL TECHNOLOGY GROUP LTD.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net income (loss)	\$ (53,767)	\$ 200,188	\$ 81,604	\$ 472,068
Other comprehensive income (loss), net of tax:				
Net change in unrealized gain (loss) on marketable securities	—	726	2,322	608
Net change in unrealized gain (loss) on cash flow hedges	—	(1,817)	—	(823)
Other comprehensive income (loss), net of tax	—	(1,091)	2,322	(215)
Comprehensive income (loss), net of tax	\$ (53,767)	\$ 199,097	\$ 83,926	\$ 471,853

See accompanying notes to unaudited condensed consolidated financial statements

MARVELL TECHNOLOGY GROUP LTD.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine Months Ended	
	November 3, 2018	October 28, 2017
Cash flows from operating activities:		
Net income	\$ 81,604	\$ 472,068
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	86,356	62,569
Share-based compensation	133,484	65,312
Amortization of acquired intangible assets	104,630	3,212
Amortization of inventory fair value adjustment associated with acquisition of Cavium	125,775	—
Amortization of deferred debt issuance costs and debt discounts	9,290	—
Restructuring related impairment charges (gain)	11,881	(402)
Gain from investments in privately-held companies	(1,100)	(2,501)
Amortization of premium/discount on available-for-sale securities	624	603
Other non-cash expense (income), net	4,227	1,331
Deferred income taxes	(27,675)	2,797
Loss (gain) on sale of property and equipment	59	(473)
Gain on sale of discontinued operations	—	(88,406)
Loss (gain) on sale of business	1,592	(5,254)
Changes in assets and liabilities:		
Accounts receivable	(59,697)	(30,730)
Inventories	1,859	(16,039)
Prepaid expenses and other assets	(11,874)	13,122
Accounts payable	22,260	20,087
Accrued liabilities and other non-current liabilities	29,023	(40,462)
Accrued employee compensation	(20,922)	(10,612)
Deferred income	(1,293)	5,149
Net cash provided by operating activities	490,103	451,371
Cash flows from investing activities:		
Purchases of available-for-sale securities	(14,956)	(672,887)
Sales of available-for-sale securities	623,896	284,151
Maturities of available-for-sale securities	187,985	305,702
Return of investment from privately-held companies	—	6,089
Purchases of time deposits	(25,000)	(225,000)
Maturities of time deposits	175,000	225,000
Purchases of technology licenses	(11,181)	(5,256)
Purchases of property and equipment	(47,035)	(25,156)
Proceeds from sales of property and equipment	818	1,988
Cash payment for acquisition of Cavium, net of cash and cash equivalents acquired	(2,649,465)	—
Net proceeds from sale of discontinued operations	—	165,940
Net proceeds (payments) from sale of business	(3,352)	2,402
Other	(5,000)	—
Net cash provided by (used in) investing activities	(1,768,290)	62,973
Cash flows from financing activities:		
Repurchases of common stock	(53,969)	(527,574)
Proceeds from employee stock plans	60,772	137,424
Tax withholding paid on behalf of employees for net share settlement	(45,691)	(25,934)
Dividend payments to shareholders	(108,592)	(89,556)
Payments on technology license obligations	(52,481)	(22,697)
Proceeds from issuance of debt	1,892,605	—
Principal payments of debt	(681,128)	—
Payment of equity and debt financing costs	(11,550)	—
Net cash provided by (used in) financing activities	999,966	(528,337)
Net decrease in cash and cash equivalents	(278,221)	(13,993)
Cash and cash equivalents at beginning of period	888,482	814,092
Cash and cash equivalents at end of period	\$ 610,261	\$ 800,099

See accompanying notes to unaudited condensed consolidated financial statements

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Basis of Presentation

The unaudited condensed consolidated financial statements of Marvell Technology Group Ltd., a Bermuda exempted company, and its wholly owned subsidiaries (the “Company”), as of and for the three and nine months ended November 3, 2018, have been prepared as required by the U.S. Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) have been condensed or omitted as permitted by the SEC. These unaudited condensed consolidated financial statements and related notes should be read in conjunction with the Company's fiscal year 2018 audited financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018. In the opinion of management, the financial statements include all adjustments, including normal recurring adjustments and other adjustments, that are considered necessary for fair presentation of the Company's financial position and results of operations. All inter-company accounts and transactions have been eliminated. Operating results for the periods presented herein are not necessarily indicative of the results that may be expected for the entire year. Certain prior year amounts have been reclassified to conform to current year presentation. These amounts were not material to any of the periods presented. These financial statements should also be read in conjunction with the Company's critical accounting policies included in the Company's Annual Report on Form 10-K for the year ended February 3, 2018 and those included in this Form 10-Q below.

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 2018 had a 53-week year. Fiscal 2019 is a 52-week year.

On July 6, 2018, the Company completed its acquisition of Cavium, Inc. (“Cavium”). 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. Cavium designs, develops and markets semiconductor processors for intelligent and secure networks. The consolidated financial statements include the operating results of Cavium for the period from the date of acquisition to the Company's third quarter ended November 3, 2018. See “Note 3 - Business Combination” for more information.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 2. Recent Accounting Pronouncements

Accounting Pronouncements Recently Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued a new accounting standard on the recognition of revenue from contracts with customers that superseded nearly all existing revenue recognition guidance under GAAP. The new standard requires an entity to recognize revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance addresses, in particular, contracts with more than one performance obligation, as well as the accounting for certain costs to obtain or fulfill a contract with a customer, and provides for additional disclosures with respect to revenue and cash flows arising from contracts with customers. Public entities are required to apply the amendments on either a full or modified retrospective basis for annual periods beginning after December 15, 2017 and for interim periods within those annual periods. The Company adopted the standard on a modified retrospective basis in the first quarter of fiscal year 2019, with the cumulative effect recognized in retained earnings at the date of adoption. See "Note 12 - Revenue" for additional information on the impact of the adoption of the new standard on the Company's consolidated financial statements.

In January 2016, the FASB issued an accounting standard update that changes the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. The Company adopted the standard in the first quarter of fiscal 2019. The adoption of this guidance did not have a significant impact on the Company's consolidated financial statements.

In August 2016, the FASB issued an accounting standards update to add or clarify guidance on the classification of certain cash receipts and cash payments in the statement of cash flows. The amendments in the update provide guidance on eight specific cash flow issues. The amendments to the guidance should be applied using a retrospective transition method for each period presented and, if it is impracticable to apply all of the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company adopted the standard in the first quarter of fiscal 2019. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In October 2016, the FASB issued new guidance that simplifies the accounting for the income tax effects of intra-entity transfers and will require companies to recognize the income tax effects of intra-entity transfers of assets other than inventory when the transfer occurs. Previous guidance required companies to defer the income tax effects of intra-entity transfers of assets until the asset had been sold to an outside party or otherwise recognized. The Company adopted the standard in the first quarter of fiscal 2019. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In November 2016, the FASB issued new guidance that requires entities to include in their cash and cash-equivalent balances in the statement of cash flows those amounts that are deemed to be restricted cash and restricted cash equivalents. As a result, companies will no longer present transfers between cash and cash equivalents and restricted cash and restricted cash equivalents in the statement of cash flows. The Company adopted the standard in the first quarter of fiscal 2019. The adoption of this guidance did not have a significant impact on the Company's consolidated financial statements.

In January 2017, the FASB issued an accounting standards update that revises the definition of a business. The amendments provide a more robust framework for determining when a set of assets and activities is a business. The update is intended to help companies evaluate whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The Company adopted the standard in the first quarter of fiscal 2019. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In May 2017, the FASB issued an accounting standards update that provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Unless the changes in terms or conditions meet all three criteria outlined in the guidance, modification accounting should be applied. The three criteria relate to changes in the terms and conditions that affect the fair value, vesting conditions, or classification of a share-based payment award. The guidance is required to be applied prospectively to an award modified on or after the adoption date. The Company adopted the standard in the first quarter of fiscal 2019. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

In August 2017, the FASB issued an accounting standards update that simplifies the application and administration of hedge accounting. The guidance amends the presentation and disclosure requirements and changes how companies assess effectiveness. The guidance is intended to more closely align hedge accounting with companies' risk management strategies, simplify the application of hedge accounting, and increase transparency as to the scope and results of hedging programs. The guidance is effective for the Company beginning in the first quarter of fiscal year 2020. Early adoption is permitted. The guidance will be applied to cash flow and net investment hedge relationships that exist on the date of adoption using a modified retrospective approach. The presentation and disclosure requirements will be applied prospectively. The Company early adopted the standard in the third quarter of fiscal 2019. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements.

In June 2018, the FASB issued an accounting standards update that substantially aligns the accounting for shared-based payments to non-employees and employees. The standard is required to be applied through a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. Early adoption is permitted. The Company early adopted the standard in the second quarter of fiscal 2019. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements.

Accounting Pronouncements Not Yet Effective

In February 2016, the FASB issued a new standard on the accounting for leases, which requires a lessee to record a right-of-use asset and a corresponding lease liability on the balance sheet for all leases with terms longer than twelve months. The standard also expands the required quantitative and qualitative disclosures for lease arrangements. The standard is effective for the Company beginning in the first quarter of fiscal year 2020. The Company will adopt the new lease accounting standard using a modified retrospective method and will not restate comparative periods. The Company currently estimates that the adoption of the new leasing standard will result in recognition of \$135 million to \$165 million in lease related right-of-use assets and liabilities on the company's condensed consolidated balance sheet, primarily related to real estate. The estimate could change as the Company finalizes estimates and proceeds towards implementation of the standard and will also fluctuate based on the lease portfolio, discount rates and foreign currency exchange rates as of the adoption date. The Company is in the process of implementing changes to its processes and systems to support the adoption of the new lease accounting standard.

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 standard is effective for the Company beginning in the first quarter of fiscal year 2021. The Company does not expect the adoption of this guidance will have a material effect on its 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 guidance is effective for the Company beginning in the first quarter of fiscal year 2021, with early adoption permitted. The Company is evaluating the effect this new guidance will have on its 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 guidance is effective for the company beginning in the first quarter of fiscal year 2021, with early adoption permitted. The Company is evaluating the effect this new guidance will have on its 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 guidance is effective for the Company beginning in the first quarter of fiscal year 2021, with early adoption permitted. The guidance must be applied retrospectively as of the date of initial application of the revenue recognition standard. In addition, entities may elect to apply the guidance to all collaborative arrangements or only to collaborative arrangements that are not completed as of the date of initial application of the aforementioned revenue recognition standard. The Company is evaluating the effect this new guidance will have on its consolidated financial statements.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 3. Business Combination

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 10 - 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

Pursuant to the Cavium merger agreement, the Company assumed the outstanding employee equity awards originally granted by Cavium and converted such shares into the Company’s equivalent awards. The outstanding vested options held by directors of Cavium were settled in cash as specified in the Cavium merger agreement. The portion of the fair value of partially vested awards associated with pre-acquisition service of Cavium employees represented a component of the total consideration, as presented above.

The merger consideration allocation set forth herein is preliminary and may be revised as additional information becomes available during the measurement period which could be up to 12 months from the closing date of the acquisition. Any such revisions or changes may be material.

In accordance with US GAAP requirements for business combinations, the Company allocated the fair value of the purchase consideration to the tangible assets, liabilities and intangible assets acquired, including in-process research and development, or IPR&D, generally based on their estimated fair values. The excess purchase price over those fair values is recorded as goodwill. Goodwill of \$3.5 billion recorded for the Cavium acquisition is not expected to be deductible for tax purposes. 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. The Company’s valuation assumptions of acquired assets and assumed liabilities require significant estimates, especially with respect to intangible assets. Acquisition-related costs are expensed in the periods in which the costs are incurred.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The purchase price allocation is as follows, including adjustments to the purchase price allocation from the previously reported figures at August 4, 2018 (in thousands):

	Previously Reported August 4, 2018 (Provisional)	Measurement Period Adjustments	November 3, 2018
Cash and cash equivalents	\$ 180,989	\$ —	\$ 180,989
Accounts receivable	112,270	—	112,270
Inventories	330,778	—	330,778
Prepaid expense and other current assets	19,890	—	19,890
Assets held for sale	483	—	483
Property and equipment	115,428	—	115,428
Acquired intangible assets	2,744,000	—	2,744,000
Other non-current assets	89,139	—	89,139
Goodwill	3,504,302	1,537	3,505,839
Accounts payable	(52,383)	—	(52,383)
Accrued liabilities	(127,837)	(13)	(127,850)
Accrued employee compensation	(34,813)	—	(34,813)
Deferred income	(2,466)	—	(2,466)
Current portion of long-term debt	(6,123)	—	(6,123)
Liabilities held for sale	(3,032)	—	(3,032)
Long-term debt	(600,005)	—	(600,005)
Non-current income taxes payable	(8,365)	(89)	(8,454)
Deferred tax liabilities	(84,360)	(1,435)	(85,795)
Other non-current liabilities	(16,099)	—	\$ (16,099)
Total merger consideration	\$ 6,161,796	\$ —	\$ 6,161,796

The provisional amounts presented in the table above pertained to the preliminary purchase price allocation reported in the Company's Form 10-Q for the second quarter ended August 4, 2018. The measurement period adjustments were primarily related to the completion of the final Cavium income tax returns and adjustments to uncertain tax positions. 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 previously reported.

The Company incurred total acquisition related costs of \$53.7 million which were recorded in selling, general and administrative expense in the condensed consolidated statements of operations. The Company also incurred \$22.8 million of debt financing costs. As of November 3, 2018, \$0.4 million associated with the Revolving Credit Facility was classified in prepaid expenses and other current assets, \$1.4 million associated with the Revolving Credit Facility was classified in other non-current assets, and \$12.2 million associated with the term loan and senior notes was classified in long-term debt in the condensed consolidated balance sheet. See "Note 10. Debt" for additional information. Additionally, the Company incurred \$2.9 million of equity issuance costs, which were recorded in additional paid-in capital in the condensed consolidated balance sheet.

Since the date of the acquisition, Cavium contributed \$212.9 million and \$254.3 million of the consolidated net revenue for the three and nine months ended November 3, 2018. Cavium net loss incurred in the three and nine months ended November 3, 2018 was \$184.8 million and \$305.4 million, which included restructuring costs of \$19.1 million and \$41.4 million, respectively.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Supplemental Pro Forma Information

The 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 acquisition 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 supplemental pro forma information presents the combined results of operations for each of the periods presented, as if Cavium had been acquired as of the beginning of fiscal year 2018. The 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 2018, nonrecurring pro forma adjustments directly attributable to the Cavium acquisition included (i) share-based compensation expense of \$37.8 million, (ii) the purchase accounting effect of inventories acquired of \$223.0 million, (iii) bridge loan related debt issuance costs of \$6.1 million and (iv) transaction costs of \$121.8 million. The 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 Cavium acquisition actually occurred at the beginning of fiscal year 2018 or of the results of our future operations of the combined business.

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

	Nine months ended	
	November 3, 2018	October 28, 2017
Pro forma net revenue	\$ 2,463,924	\$ 2,517,418
Pro forma net income (loss)	71,994	(151,793)

Consolidated Statements of Cash Flows

The noncash consideration paid for the acquisition of Cavium was \$3.3 billion for the nine months ended November 3, 2018.

Note 4. 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 November 3, 2018 and February 3, 2018 is \$5.5 billion and \$2.0 billion, respectively. The change in the carrying value of goodwill from February 3, 2018 to November 3, 2018 was due to the Cavium acquisition. See “Note 3 - Business Combination” for further discussion of the acquisition.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Acquired Intangible Assets, Net

There had been no new acquired intangible assets in fiscal year 2018, and as of February 3, 2018, the gross value of acquired intangible assets was fully amortized. In connection with the Cavium acquisition on July 6, 2018, the Company acquired \$2.7 billion of intangible assets. As of the third quarter ended November 3, 2018, net carrying amounts are as follows (in thousands, except for weighted average remaining amortization period):

	November 3, 2018			
	Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amounts	Weighted average remaining amortization period (years)
Developed technologies	\$ 1,743,000	\$ (76,577)	\$ 1,666,423	7.34
Customer contracts and related relationships	465,000	(26,220)	438,780	8.67
Trade names	23,000	(1,833)	21,167	4.08
Total acquired amortizable intangible assets	\$ 2,231,000	\$ (104,630)	\$ 2,126,370	7.58
IPR&D	513,000	—	513,000	n/a
Total acquired intangible assets	\$ 2,744,000	\$ (104,630)	\$ 2,639,370	

The intangible assets are amortized on a straight-line basis over the estimated useful lives, except for customer contracts and related relationships, which are amortized using an accelerated method of amortization over the expected customer lives, which more accurately reflects 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 4 to 9 years. In the event the IPR&D is abandoned the related assets will be written off.

Amortization expense from acquired intangible assets for the three and nine months ended November 3, 2018 was \$78.7 million and \$104.6 million respectively. The following table presents the estimated future amortization expense of acquired amortizable intangible assets as of November 3, 2018 (in thousands):

Fiscal Year	Amount
Remainder of 2019	\$ 78,688
2020	309,701
2021	301,580
2022	293,024
2023	285,596
Thereafter	857,781
	\$ 2,126,370

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 5. Supplemental Financial Information (in thousands)

Consolidated Balance Sheets

	November 3, 2018	February 3, 2018
Inventories:		
Work-in-process	\$ 206,976	\$ 103,711
Finished goods	169,234	66,328
Total inventories	<u>\$ 376,210</u>	<u>\$ 170,039</u>

The inventory balance at November 3, 2018 includes \$97.6 million related to the inventory step-up adjustment from the Cavium acquisition.

	November 3, 2018	February 3, 2018
Property and equipment, net:		
Machinery and equipment	\$ 610,541	\$ 535,416
Land, buildings, and leasehold improvements	279,975	247,675
Computer software	102,897	98,253
Furniture and fixtures	24,871	21,139
	<u>1,018,284</u>	<u>902,483</u>
Less: Accumulated depreciation and amortization	(705,171)	(700,261)
Total property and equipment, net	<u>\$ 313,113</u>	<u>\$ 202,222</u>

Current accrued liabilities are comprised of the following at November 3, 2018 and February 3, 2018, respectively:

	November 3, 2018	February 3, 2018
Accrued liabilities:		
Contract liabilities	\$ 121,669	\$ —
Technology license obligations	58,606	28,488
Accrued royalties	16,315	11,860
Accrued rebates (1)	—	9,292
Accrued legal related expenses	18,436	13,050
Unsettled investment trades (2)	—	4,497
Restructuring liabilities	26,412	1,612
Accrued interest	17,041	—
Accrued income tax payable	18,483	959
Other	25,133	17,200
Total accrued liabilities	<u>\$ 302,095</u>	<u>\$ 86,958</u>

(1) Accrued rebates are classified as part of contract liabilities beginning in fiscal year 2019 upon adoption of the new revenue recognition standard.

(2) Unsettled investment trades represent amounts owed to third parties for investment purchases for which cash settlement has not yet occurred.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Accumulated Other Comprehensive Income (Loss)

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

	Unrealized Gain (Loss) on Marketable Securities (1)
Balance at February 3, 2018	\$ (2,322)
Other comprehensive loss before reclassifications	(733)
Amounts reclassified from accumulated other comprehensive gain	3,055
Net current-period other comprehensive gain, net of tax	2,322
Balance at November 3, 2018	\$ —

	Unrealized Gain (Loss) on Marketable Securities (1)	Unrealized Gain (Loss) on Cash Flow Hedges (2)	Total
Balance at January 28, 2017	\$ (801)	\$ 824	\$ 23
Other comprehensive income (loss) before reclassifications	653	2,341	2,994
Amounts reclassified from accumulated other comprehensive income (loss)	(45)	(3,164)	(3,209)
Net current-period other comprehensive income (loss), net of tax	608	(823)	(215)
Balance at October 28, 2017	\$ (193)	\$ 1	\$ (192)

(1) The amounts of gains (losses) associated with the Company's marketable securities reclassified from accumulated other comprehensive income (loss) are recorded in interest and other income, net.

(2) The amounts of gains (losses) associated with the Company's derivative financial instruments reclassified from accumulated other comprehensive income (loss) are recorded in operating expenses. See "Note 8- Derivative Financial Instruments" for additional information on the affected line items in the condensed consolidated statements of operations.

Share 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. As of November 3, 2018, there was \$1.0 billion remaining available for future share repurchases. Under the program authorized by its Board of Directors, the Company may repurchase shares in the open-market or through privately negotiated transactions. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon market conditions and other corporate considerations, as determined by the Company's management team. The repurchase program may be suspended or discontinued at any time.

The Company repurchased 2.9 million of its common shares for \$54.0 million during the nine months ended November 3, 2018. The Company repurchased 31.5 million shares for \$527.6 million during the nine months ended October 28, 2017. The repurchased shares were retired immediately after the repurchases were completed.

As of November 3, 2018, a total of 289.3 million shares have been repurchased to date under the Company's share repurchase program for a total \$3.8 billion in cash.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 6. Restructuring and Other Related Charges

The Company continuously evaluates its existing operations to increase operational efficiency, decrease costs and increase profitability. The Company recorded restructuring and other related charges of \$27.0 million for the three months ended November 3, 2018. These restructuring costs consist of approximately \$14.2 million in severance and related costs, \$2.2 million in facilities and related costs, \$0.7 million in other exit-related costs and \$9.9 million in asset write off costs. The asset write off costs include \$6.5 million of technology license impairment and \$3.4 million from fixed asset write offs and accelerated depreciation expense as a result of facility consolidation. The Company expects to complete these restructuring actions by the end of fiscal 2020.

The Company recorded restructuring and other related charges of \$64.0 million for the nine months ended November 3, 2018. These restructuring and other related charges consist of approximately \$37.9 million in severance and related costs, \$13.2 million in facilities and related costs, \$1.0 million in other exit-related costs and \$11.9 million in asset write off costs and accelerated depreciation expense. The accrued restructuring liability as of November 3, 2018 was \$31.2 million.

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

	Severance and related costs	Facilities and related costs	Other exit-related costs	Total
Balance at February 3, 2018	\$ 654	\$ 462	\$ 555	\$ 1,671
Restructuring charges - continuing operations	38,143	13,247	978	52,368
Net cash payments	(18,039)	(3,520)	(946)	(22,505)
Release of reserves	(307)	—	—	(307)
Exchange rate adjustment	(51)	—	—	(51)
Balance at November 3, 2018	\$ 20,400	\$ 10,189	\$ 587	\$ 31,176
Less: non-current portion	\$ —	\$ 4,764	\$ —	\$ 4,764
Current portion	\$ 20,400	\$ 5,425	\$ 587	\$ 26,412

The remaining accrued severance and related costs and the other exit-related costs are expected to be paid in fiscal 2019. 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, net of estimated sub-lease income.

Note 7. Investments

As of November 3, 2018, the Company has no investments on hand. As of February 3, 2018, the following table summarizes the Company's investments (in thousands):

	February 3, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Short-term investments:				
Available-for-sale:				
U.S. government and agency debt	\$ 248,336	\$ 49	\$ (644)	\$ 247,741
Foreign government and agency debt	7,004	—	(17)	6,987
Municipal debt securities	2,734	—	(6)	2,728
Corporate debt securities	504,609	469	(1,999)	503,079
Asset backed securities	42,429	3	(177)	42,255
Held-to-maturity:				
Time deposits	150,000	—	—	150,000
Total short-term investments	955,112	521	(2,843)	952,790
Total investments	\$ 955,112	\$ 521	\$ (2,843)	\$ 952,790

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Short-term, highly liquid investments of \$83.9 million and \$267.6 million as of November 3, 2018 and February 3, 2018, respectively, included in cash and cash equivalents on the accompanying consolidated balance sheets are not included in the table above because the gross unrealized gains and losses were immaterial as the carrying values approximate fair value due to the short term maturity of such investments.

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

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Gross realized gains	\$ —	\$ 92	\$ 371	\$ 177
Gross realized losses	—	(2,847)	(3,437)	(2,960)
Total net realized gains (losses)	\$ —	\$ (2,755)	\$ (3,066)	\$ (2,783)

The contractual maturities of available-for-sale and held-to-maturity securities are presented in the following tables (in thousands):

	November 3, 2018		February 3, 2018	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ —	\$ —	\$ 554,247	\$ 553,866
Due between one and five years	—	—	400,866	398,924
Due over five years	—	—	—	—
	\$ —	\$ —	\$ 955,113	\$ 952,790

There are no securities on hand at November 3, 2018 that have been in a continuous unrealized loss position. Such securities are presented as follows for the fiscal year ended February 3, 2018:

	February 3, 2018					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government and agency debt	\$ 148,538	\$ (298)	\$ 51,332	\$ (346)	\$ 199,870	\$ (644)
Foreign government and agency debt	3,993	(1)	2,994	(16)	6,987	(17)
Municipal debt securities	1,969	(6)	—	—	1,969	(6)
Corporate debt securities	253,380	(1,514)	46,805	(485)	300,185	(1,999)
Asset backed securities	37,636	(145)	2,167	(32)	39,803	(177)
Total securities	\$ 445,516	\$ (1,964)	\$ 103,298	\$ (879)	\$ 548,814	\$ (2,843)

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 8. Derivative Financial Instruments

The Company manages some of its foreign currency exchange rate risk through the purchase of foreign currency exchange contracts that hedge against the short-term effect of currency fluctuations. The Company's policy is to enter into foreign currency forward contracts with maturities less than 12 months which mitigates the effect of rate fluctuations on certain local currency denominated operating expenses. All derivative instruments are recorded at fair value in either prepaid expenses and other current assets or accrued liabilities. The Company reports cash flows from derivative instruments in cash flows from operating activities. The Company uses quoted prices to value its derivative instruments. There were no outstanding forward contracts at November 3, 2018 and February 3, 2018.

Cash Flow Hedges. The Company designates and documents its foreign currency forward exchange contracts as cash flow hedges for certain operating expenses. The Company evaluates and calculates the effectiveness of each hedge at least quarterly. The effective change is recorded in accumulated other comprehensive income and is subsequently reclassified to operating expense when the hedged expense is recognized. Ineffectiveness is recorded in interest and other income, net.

For the three and nine months ended November 3, 2018, the Company did not have any derivative financial instruments. The following table provides information about gains (losses) associated with the Company's derivative financial instruments for the three and nine months ended October 28, 2017 (in thousands):

		Amount of Gains (Losses) in Statements of Operations	
		Three Months Ended	Nine Months Ended
		October 28, 2017	October 28, 2017
Location of Gains (Losses) in Statements of Operations			
Derivatives designated as cash flow hedges:			
Forward contracts:	Research and development	\$ 1,497	\$ 3,223
	Selling, general and administrative	329	723
		<u>\$ 1,826</u>	<u>\$ 3,946</u>

The amounts of gains (losses) associated with the Company's derivative financial instruments reclassified from accumulated other comprehensive loss for the three and nine months ended October 28, 2017 are presented in the following table (in thousands):

Affected Line Item in the Statements of Operations:	Three Months Ended	Nine Months Ended
	October 28, 2017	October 28, 2017
Operating costs and expenses:		
Cash flow hedges:		
Research and development	\$ 1,490	\$ 2,564
Selling, general and administrative	328	601
Total	<u>\$ 1,818</u>	<u>\$ 3,165</u>

The portion of gains (losses) excluded from the assessment of hedge effectiveness is included in interest and other income, net. These amounts were not material in the three and nine months ended October 28, 2017. The Company did not have hedge ineffectiveness from derivative financial instruments in the three and nine months ended November 3, 2018 and October 28, 2017. No cash flow hedges were terminated as a result of forecasted transactions that did not occur.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

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 and marketable investments in U.S. government and agency debt, which are valued primarily using quoted market prices. The Company's Level 2 assets include its marketable investments in time deposits, foreign government and agency debt, municipal debt securities, corporate debt securities and asset backed securities as the market inputs used to value these instruments consist of market yields, reported trades and broker/dealer quotes, which are corroborated with observable market data. 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 November 3, 2018			
	Level 1	Level 2	Level 3	Total
Items measured at fair value on a recurring basis:				
Assets				
Cash equivalents:				
Money market funds	\$ 21,162	\$ —	\$ —	\$ 21,162
Time deposits	—	62,775	—	62,775
Other non-current assets:				
Severance pay fund		882	—	882
Total assets	\$ 21,162	\$ 63,657	\$ —	\$ 84,819

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

	Fair Value Measurements at February 3, 2018			
	Level 1	Level 2	Level 3	Total
Items measured at fair value on a recurring basis:				
Assets				
Cash equivalents:				
Money market funds	\$ 18,503	\$ —	\$ —	\$ 18,503
Time deposits	—	65,117	—	65,117
U.S. government and agency debt	51,589	—	—	51,589
Municipal debt securities	—	5,290	—	5,290
Corporate debt securities	—	127,076	—	127,076
Short-term investments:				
Time deposits	—	150,000	—	150,000
U.S. government and agency debt	247,741	—	—	247,741
Foreign government and agency debt	—	6,987	—	6,987
Municipal debt securities	—	2,728	—	2,728
Corporate debt securities	—	503,079	—	503,079
Asset backed securities	—	42,255	—	42,255
Other non-current assets:				
Severance pay fund	—	896	—	896
Total assets	\$ 317,833	\$ 903,428	\$ —	\$ 1,221,261

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 November 3, 2018, the estimated aggregate fair value of the 2023 Notes and 2028 Notes was \$987.8 million and were classified as Level 2 as there are quoted prices from less active markets for the notes.

Note 10. Debt

On July 6, 2018, the Company completed its acquisition of Cavium. In connection with the acquisition (see "Note 3 - Business Combination"), 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. Upon completion of the offering of the senior unsecured notes in June 2018, the Company terminated an \$850 million bridge loan commitment. This bridge loan commitment was provided by the underwriting bankers at the time of the Merger Agreement was executed in November 2017. The bridge loan was never drawn upon.

Term Loan and Revolving Credit Facility

On June 13, 2018, the Company entered into a credit agreement ("Credit Agreement") with certain lenders and 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. The Credit Agreement provides for borrowings of: (i) up to \$500.0 million in the form of a revolving line of credit ("Revolving Credit Facility") and (ii) \$900.0 million in the form of a term loan ("Term Loan"). The proceeds of the 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. The proceeds of the Revolving Credit Facility is intended for general corporate purposes of the Company and its subsidiaries, 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. As of November 3, 2018, the Revolving Credit Facility has not been drawn upon. Following is further detail of the terms of the various debt agreements.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The Term Loan has a three year term which matures on June 13, 2021 and has a stated floating interest rate which equates to reserve-adjusted LIBOR + 137.5 bps as of November 3, 2018. The effective interest rate for the Term Loan was 4.134% as of November 3, 2018. The 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 three months ended November 3, 2018, the Company repaid \$75 million of the principal outstanding, and wrote off \$0.9 million of associated unamortized debt issuance costs. The Revolving Credit Facility has a five year term and has a stated floating interest rate which equates to reserve-adjusted LIBOR + 150.0 bps. As of November 3, 2018, the full amount of the Revolving Credit Facility of \$500 million was undrawn and will be available for draw down through June 13, 2023. 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 rate was initially 0.175% per year.

The 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, consolidating, merging, liquidating or dissolving, and entering into restrictive agreements. It also prohibits subsidiaries of the Company from incurring additional indebtedness, and requires the Company to comply with a leverage ratio financial covenant not to exceed 3 to 1 as of the end of any fiscal quarter. As of November 3, 2018, the Company was in compliance with all of its debt covenants.

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 November 3, 2018 (in thousands):

	November 3, 2018
Face Value Outstanding:	
Term Loan	\$ 825,000
2023 Notes	500,000
2028 Notes	500,000
Total borrowings	\$ 1,825,000
Less: Unamortized debt discount and issuance cost	(19,266)
Net carrying amount of debt	\$ 1,805,734
Less: Current portion	\$ —
Non-current portion	\$ 1,805,734

During the three and nine months ended November 3, 2018, the Company recognized \$20.9 million and \$29.8 million of interest expense 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, respectively.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

As of November 3, 2018, the aggregate future contractual maturities of the Company's outstanding debt, at face value, were as follows (in thousands):

Fiscal year	Amount
2019	\$ —
2020	—
2021	—
2022	825,000
2023	—
Thereafter	\$ 1,000,000

Repayment of Debt and Termination of Credit Facility of Cavium

On July 6, 2018, concurrent with completing the acquisition of Cavium as further described in “Note 3 - Business Combination,” the Company assumed and paid all of Cavium's outstanding debt and accrued interest of \$606.6 million. Cavium's debt was governed under a credit agreement dated August 16, 2016, which was terminated following the repayment.

Note 11. Commitments and Contingencies

Purchase Commitments

Under the Company's manufacturing relationships with its foundry partners, cancellation of outstanding purchase orders is allowed but requires payment of all costs and expenses incurred through the date of cancellation. As of November 3, 2018, these foundries had incurred approximately \$149.1 million of manufacturing costs and expenses relating to the Company's outstanding purchase orders.

Intellectual Property Indemnification

The Company has agreed to indemnify certain customers for claims made against the Company's products where such claims allege infringement or misappropriation of third-party intellectual property rights, including, but not limited to, patents, registered trademarks, copyrights and/or trade secrets. Under the aforementioned indemnification clauses, the Company may be obligated to defend customers and pay for the damages awarded against the customer under an infringement or misappropriation claim, as well as customers' attorneys' fees and costs. The Company's indemnification obligations generally do not expire after termination or expiration of the agreement containing the indemnification obligation. However, there are typically limits on and exceptions to the Company's potential liability for indemnification. Although historically the Company has not made significant payments under these indemnification obligations, 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.

Contingencies and Legal Proceedings

The Company and certain of its subsidiaries are engaged in legal proceedings and claims which arise in the ordinary course of its business. The Company is currently unable to predict the final outcome of these 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 where it has made an accrual. Litigation is subject to inherent uncertainties and unfavorable rulings could occur. An unfavorable ruling in litigation, particularly patent litigation, could require the Company to pay damages, one-time license fees or ongoing royalty payments, and could prevent the Company from manufacturing or selling some of its products or limit or restrict the type of work that employees involved in such litigation may perform for the Company, any of which could adversely affect financial results in future periods. There can be no assurance that these matters will be resolved in a manner that is not adverse to the Company's business, financial condition, results of operations or cash flows.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

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 intellectual property indemnities to the Company's customers in connection with the sales of its products, indemnities for liabilities associated with the infringement of other parties' technology based upon the Company's products, 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 that 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 the loss is both estimable and probable.

Note 12. Revenue

Effect of the Adoption of the New Revenue Standard

At the beginning of fiscal year 2019, the Company adopted the new revenue recognition standard on a modified retrospective basis, with the cumulative effect recognized in retained earnings at the date of adoption. The Company elected to apply the new revenue standard retrospectively to all contracts that are not completed contracts at the date of the initial adoption. Based on the Company's assessment of this new accounting standard, a change in revenue recognition timing on its component sales made to distributors was made in the first quarter of fiscal year 2019 and the Company started to recognize revenue when the Company transfers control to the distributor rather than deferring recognition until the distributor sells the components. In addition, the Company established accruals for the variable consideration aspect of sales, estimated based on historical experience, which include estimates for price discounts, price protection, rebates, returns and stock rotation programs. On the date of initial adoption, the Company removed the deferred income on component sales made to distributors and recorded estimates of the accruals for variable consideration through a cumulative adjustment to retained earnings. The net impact to the opening balance of retained earnings related to the adoption of the new standard was an increase of \$34.2 million.

The following table summarizes the effects of adopting the new revenue standard on the Company's financial statements for the fiscal year beginning February 4, 2018 as an adjustment to the opening balance. Such adjustments were of a non-cash nature.

(In thousands)	Balance as of February 3, 2018	Adjustments	Opening Balance as of February 4, 2018
Consolidated balance sheet:			
Assets			
Accounts receivable, net	\$ 280,395	\$ 1,862	\$ 282,257
Inventory	170,039	2,016	172,055
Other non-current assets	148,800	42,116	190,916
Liabilities and shareholders' equity:			
Accrued liabilities	86,958	70,336	157,294
Deferred income	61,237	(58,560)	2,677
Retained earnings	\$ 1,409,452	\$ 34,218	\$ 1,443,670

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The following tables summarize financial statement line items that are affected in the current reporting period by the application of the new revenue recognition policy as compared with the previous revenue recognition policy which was in effect in prior periods in accordance with ASC 605, Revenue Recognition:

(In thousands)	November 3, 2018		
	As currently reported	Adjustments	Balances without adoption of new revenue standard
Consolidated balance sheet:			
Assets			
Accounts receivable, net	\$ 453,775	\$ —	\$ 453,775
Inventories	376,210	(1,015)	375,195
Other non-current assets	260,176	(68,263)	191,913
Liabilities and shareholders' equity:			
Accrued liabilities	302,095	(106,572)	195,523
Deferred income	2,947	101,957	104,904
Retained earnings	\$ 1,416,682	\$ (64,663)	\$ 1,352,019

(In thousands, except per share amounts)	Three Months Ended November 3, 2018			Nine Months Ended November 3, 2018		
	As currently reported	Adjustments	Balances without adoption of new revenue standard	As currently reported	Adjustments	Balances without adoption of new revenue standard
Consolidated statement of operation:						
Net revenue	\$ 851,051	\$ (22,340)	\$ 828,711	\$ 2,120,992	\$ (39,871)	\$ 2,081,121
Cost of goods sold	467,464	(3,931)	463,533	984,602	(9,426)	975,176
Net income (loss)	(53,767)	(18,409)	(72,176)	81,604	(30,445)	51,159
Net income (loss) per share - Basic	(0.08)	(0.03)	(0.11)	0.14	(0.05)	0.09
Net income (loss) per share - Diluted	\$ (0.08)	\$ (0.03)	\$ (0.11)	\$ 0.14	\$ (0.05)	\$ 0.09

Adoption of the new revenue standard had no impact to cash from or used in operating, financing, or investing activities on the condensed consolidated statements of cash flow.

New Revenue Recognition Policy Including Significant Judgments and Estimates

Through the fiscal year ended February 3, 2018, in accordance with ASC 605, Revenue Recognition, the Company recognized revenue when there was persuasive evidence of an arrangement, delivery had occurred, the fee was fixed or determinable, and collection was reasonably assured. If the Company granted extended payment terms greater than its standard terms for a customer such that collectability was not assured, the revenue was deferred upon shipment and would be recognized when the payment became due provided all other revenue recognition criteria had been satisfied.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Product revenue was generally recognized upon shipment of product to customers, net of accruals for estimated sales returns and rebates. However, some of the Company's sales were made through distributors under agreements allowing for price protection and limited rights of stock rotation on products unsold by the distributors. Product revenue on sales made through distributors were deferred until the distributors sold the product to end customers. Deferred revenue less the related cost of the inventories was reported as deferred income. The Company did not believe that there was any significant exposure related to impairment of deferred cost of sales, as its historical returns had been minimal and inventory turnover for its distributors generally ranged from 60 to 90 days. The Company's sales to direct customers were made primarily pursuant to standard purchase orders for delivery of products.

As a result of the adoption of the new revenue standard on February 4, 2018, at the beginning of the first quarter of fiscal year 2019, the Company revised its revenue recognition policy. The Company now recognizes revenue upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. Under the new revenue recognition standard, the Company applies 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.

The Company enters 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. 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 of credit memo data and other known factors. Actual returns could differ from these estimates. 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. Some of the Company's 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 the Company's 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.

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.

Disaggregation of Revenue

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

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

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

	Three Months Ended		Nine Months Ended	
	November 3, 2018	% of Total	November 3, 2018	% of Total
Net revenue by product group:				
Storage (1)	\$ 406,822	48%	1,059,655	50%
Networking (2)	398,424	47%	925,982	44%
Other (3)	45,805	5%	135,355	6%
	<u>\$ 851,051</u>		<u>\$ 2,120,992</u>	

- 1) Storage products are comprised primarily of HDD, SSD Controllers, Fibre Channel Adapters and Data Center Storage Solutions.
- 2) Networking products are comprised primarily of Ethernet Switches, Ethernet Transceivers, Ethernet NICs, Embedded Communications and Infrastructure Processors, Automotive Ethernet, Security Adapters and Processors as well as Connectivity products. In addition, this grouping includes a few legacy product lines in which the Company no longer invests, but will generate revenue for several years.
- 3) Other products are comprised of primarily Printer Solutions, Application Processors and others.

The following table summarizes net revenue disaggregated by primary geographical market (in thousands, except percentages):

	Three Months Ended		Nine Months Ended	
	November 3, 2018	% of Total	November 3, 2018	% of Total
Net revenue based on destination of shipment:				
China	\$ 332,011	39%	\$ 907,630	43%
Malaysia	105,857	12%	293,778	14%
Philippines	62,272	7%	175,455	8%
United States	94,742	11%	142,694	7%
Thailand	44,439	5%	126,439	6%
Other	211,730	26%	474,996	22%
	<u>\$ 851,051</u>		<u>\$ 2,120,992</u>	

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

	Three Months Ended		Nine Months Ended	
	November 3, 2018	% of Total	November 3, 2018	% of Total
Net revenue by customer type:				
Direct customers	\$ 630,022	74%	1,632,646	77%
Distributors	221,029	26%	488,346	23%
	<u>\$ 851,051</u>		<u>\$ 2,120,992</u>	

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

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 November 3, 2018, 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 condensed consolidated balance sheets.

The opening balance of contract liabilities at the beginning of the first quarter of fiscal year 2019 was \$79.6 million. During the nine months ended November 3, 2018, contract liabilities increased by \$562.1 million associated with variable consideration estimates, offset by \$520.0 million decrease in such reserves primarily due to credit memos issued to customers. The ending balance of contract liabilities as of the third quarter of fiscal year 2019 was \$121.7 million.

Sales Commissions

Sales commissions are generally earned by the salespersons based on shipments to customers. The Company has elected to apply the practical expedient to expense these costs when incurred as the amortization period is typically one year or less. These costs are recorded in selling, general and administrative expenses in the condensed consolidated statements of operations.

Note 13. Income Tax

The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items, if any, that arise during the period. Each quarter, the Company updates its estimate of the annual effective tax rate, and if the estimated annual effective tax rate changes, the Company makes a cumulative adjustment in such period. The Company's quarterly tax provision, and estimate of its annual effective tax rate, is subject to variation due to several factors, including variability in accurately predicting our pre-tax income or loss and the mix of jurisdictions to which they relate, intercompany transactions, the applicability of special tax regimes, changes in how we do business, and acquisitions, as well as the integration of such acquisitions.

The Company's estimated effective tax rate for the year differs from the U.S. statutory rate of 21% primarily due to the benefit of a substantial portion of its earnings being taxed at rates lower than the U.S. statutory rate. The Company estimates that its effective tax rate could be adversely affected by pre-tax losses incurred in certain non-U.S. jurisdictions subject to tax rates lower than 21% for which it does not realize a tax benefit. These losses reduce the Company's pre-tax income without a corresponding reduction in its tax expense, and therefore increase its effective tax rate.

On July 6, 2018, the Company completed the acquisition of Cavium, Inc. ("Cavium"). With this acquisition, the Company is projecting significant amounts of pre-tax losses in the U.S. in the current fiscal year for which an income tax benefit is realized at the U.S. statutory rate of 21%. This income tax benefit is in excess of the Company's projected income taxes from other jurisdictions. As a result, the Company's estimated annual effective tax rate reflects a consolidated income tax benefit. It is possible that significant negative evidence may become available to reach a conclusion that a valuation allowance will be needed, and as such, the Company may recognize a valuation allowance in the next 12 months.

The income tax expense of \$9.3 million for the three months ended November 3, 2018 included tax expense related to discrete items recorded in the quarter of \$1.9 million. The income tax benefit of \$16.9 million for the nine months ended November 3, 2018, included a tax benefit from a net reduction in unrecognized tax benefits of \$6.8 million, and a tax benefit related to other discrete items recorded in the nine month period of \$0.9 million.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

The Tax Cuts and Jobs Act ("2017 Tax Act") was signed into law on December 22, 2017. The 2017 Tax Act significantly revised the U.S. corporate income tax by, among other things, lowering the statutory corporate tax rate from 35% to 21%, eliminating certain deductions, imposing a mandatory one-time tax on accumulated earnings of foreign subsidiaries, introducing new tax regimes, and changing how foreign earnings are subject to U.S. tax. The 2017 Tax Act also enhanced and extended through 2026 the option to claim accelerated depreciation deductions on qualified property. The Company has not completed its determination of the accounting implications of the 2017 Tax Act on its tax accruals. However, the Company reasonably estimated the effects of the 2017 Tax Act and recorded provisional amounts in its financial statements as of February 3, 2018. There were no additional adjustments made to these amounts in the three or nine month period ended November 3, 2018. As the Company continues its analysis of the 2017 Tax Act, collects and prepares necessary data, and interprets any additional guidance issued by the U.S. Treasury Department, the Internal Revenue Service ("I.R.S."), and other standard-setting bodies, the Company may make adjustments to the provisional amounts. Those adjustments may materially impact the Company's provision for income taxes in the period in which the adjustments are made.

The Company's gross unrecognized tax benefits were \$150.5 million and \$23.2 million on November 3, 2018 and February 3, 2018, respectively. The net increase to the Company's gross unrecognized tax benefits of \$127.3 million is primarily the result of certain unrecognized tax benefits recorded in the Company's accounting for the acquisition of Cavium. If the gross unrecognized tax benefits as of November 3, 2018 were realized in a subsequent period, the Company would record a tax benefit of \$120.2 million within its provision of income taxes at such time. The amount of interest and penalties accrued as of November 3, 2018 and February 3, 2018 was \$14.3 million and \$17.2 million, respectively.

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 \$10.5 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 the Company's tax returns. The Company believes that it has adequately provided for any reasonably foreseeable outcomes related to its tax audits and that any settlement will not have a material effect on its results at this time.

The Company operates under tax incentives in certain countries that may be extended if certain additional requirements are satisfied. The tax incentives are conditional upon meeting certain employment and investment thresholds. The impact of these tax incentives decreased foreign taxes by \$0.6 million and \$1.7 million for the three and nine months ended November 3, 2018 respectively, and \$0.1 million and \$1.6 million for the three and nine months ended October 28, 2017, respectively. The benefit of these tax incentives on net income per share was less than \$0.01 per share for both the three and nine months ended November 3, 2018 and October 28, 2017.

The Company's principal source of liquidity as of November 3, 2018 consisted of approximately \$610 million of cash, cash equivalents and short-term investments, of which approximately \$550 million was held by subsidiaries outside of Bermuda. The Company has not recognized a deferred tax liability on \$440 million of the excess financial reporting basis over the tax basis of investments in foreign subsidiaries outside of Bermuda that is 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. If such amounts were no longer considered indefinitely reinvested, the Company would incur a tax expense of approximately \$120 million.

MARVELL TECHNOLOGY GROUP LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

Note 14. Net Income Per Share

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

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Numerator:				
Income from continuing operations, net of tax	\$ (53,767)	\$ 149,337	\$ 81,604	\$ 384,379
Income from discontinued operations, net of tax	—	50,851	—	87,689
Net income	<u>\$ (53,767)</u>	<u>\$ 200,188</u>	<u>\$ 81,604</u>	<u>\$ 472,068</u>
Denominator:				
Weighted average shares — basic	657,519	494,096	569,031	499,568
Effect of dilutive securities:				
Share-based awards	—	10,807	9,841	11,367
Weighted average shares — diluted	<u>657,519</u>	<u>504,903</u>	<u>578,872</u>	<u>510,935</u>
Income from continuing operations per share:				
Basic	\$ (0.08)	\$ 0.30	\$ 0.14	\$ 0.77
Diluted	\$ (0.08)	\$ 0.30	\$ 0.14	\$ 0.75
Income from discontinued operations per share:				
Basic	\$ —	\$ 0.11	\$ —	\$ 0.17
Diluted	\$ —	\$ 0.10	\$ —	\$ 0.17
Net income per share:				
Basic	\$ (0.08)	\$ 0.41	\$ 0.14	\$ 0.94
Diluted	\$ (0.08)	\$ 0.40	\$ 0.14	\$ 0.92

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):

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Weighted average shares outstanding:				
Share-based awards	25,048	876	6,915	3,122

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 are also excluded from the calculation of diluted earnings per share for the three months ended November 3, 2018 due to the net loss reported in that period.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q 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," "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:

- *our ability to successfully integrate the business of Cavium with our business;*
- *our ability to realize anticipated synergies in connection with the Cavium acquisition;*
- *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;*
- *our ability to define, design and develop products for the infrastructure and 5G market and market and sell those products to infrastructure customers;*
- *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;*
- *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 and continued economic volatility in either domestic or foreign markets;*
- *the impact and costs associated with changes in international financial and regulatory conditions;*
- *the impact of any changes in our application of the United States federal income tax laws and the loss of any beneficial treatment that we currently enjoy;*
- *our maintenance of an effective system of internal controls; and*
- *the outcome of pending or future litigation and legal and regulatory proceedings.*

Additional factors which could cause actual results to differ materially include those set forth in the following discussion, as well as the risks discussed in Part II, Item 1A, "Risk Factors," and other sections of this Quarterly Report on Form 10-Q. These forward-looking statements speak only as of the date hereof. Unless required by law, we undertake no obligation to update any forward-looking statements.

Overview

We are a fabless semiconductor provider of high-performance, application-specific standard products. Our core strength is developing complex System-on-a-Chip ("SoC") devices, leveraging our technology portfolio of intellectual property in the areas of analog, mixed-signal, digital signal processing, and embedded and standalone integrated circuits. We also develop integrated hardware platforms along with software that incorporates digital computing technologies designed and configured to provide an optimized computing solution. Our broad product portfolio includes devices for storage, networking and connectivity.

Unless noted otherwise, our discussion under Part I, Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, refers to our continuing operations.

On July 6, 2018, we completed our acquisition of Cavium. 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. Cavium designs, develops and markets semiconductor processors for intelligent and secure networks. Cavium's operating results from the acquisition date through our third quarter ended November 3, 2018 have been included in our consolidated financial statements. See “Note 3 - Business Combination” of Notes to Condensed Consolidated Financial Statements for further discussion regarding our acquisition of Cavium.

In the third quarter of fiscal 2019, our net revenue increased year over year by 38.1% from \$616.3 million net revenue in the third quarter fiscal 2018 compared with \$851.1 million in the third quarter of fiscal 2019. The increase was primarily due to a 57% increase in our networking product sales and 29% increase in our storage product sales, with sales benefiting from our acquisition of Cavium. This increase was partially offset by decreased sales of our other products, which decreased by 4% in relation to the three months ended October 28, 2017. Our net revenue for the nine months ended November 3, 2018 increased by \$327.2 million compared to net revenue for the nine months ended October 28, 2017. The increase was primarily due to increased sales of our networking products by 29% and storage products by 14%, with sales benefiting from our acquisition of Cavium. The growth was offset by decreased sales of our other products, which decreased by 5% in relation to the nine months ended October 28, 2017.

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 repurchase program may be suspended or discontinued at any time. As of November 3, 2018, there was \$1.0 billion remaining available for future share repurchases.

For the nine months ended November 3, 2018, we repurchased 2.9 million shares of our common stock for \$54.0 million. As of November 3, 2018, a total of 289.3 million shares have been repurchased to date under the Company’s share repurchase program for a total \$3.8 billion in cash. We returned \$162.6 million to stockholders in the nine months ended November 3, 2018, including our repurchases of common stock and \$108.6 million of cash dividends.

Cash and Short Term Investments. Our total cash, cash equivalents and short-term investments were \$610.3 million at November 3, 2018, which was lower than our balance of \$1.8 billion at our fiscal year ended February 3, 2018. The decrease was primarily due to cash paid for the Cavium acquisition of \$2.6 billion and cash paid on debt principal payments of \$681.1 million, offset by proceeds from debt financing of \$1.9 billion.

Sales and Customer Composition. Historically, a relatively small number of customers have accounted for a significant portion of our net revenue. Net revenue attributable to significant customers whose revenue as a percentage of net revenue was 10% or greater of total net revenue is presented in the following table:

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
End Customer:				
Western Digital	11%	17%	13%	20%
Toshiba	11%	14%	12%	14%
Seagate	*	12%	11%	11%
Distributor:				
Wintech	*	11%	*	11%

* Less than 10% of net revenue

We continuously monitor the creditworthiness of our major customers and distributors and believe the 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 all of our products are manufactured outside the United States. Sales shipped to customers with operations in Asia represented approximately 82% and 88% of our net revenue in the three and nine months ended November 3, 2018, and approximately 94% of net revenue in both the three and nine months ended October 28, 2017, respectively. 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 II, 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 cycles, see Part II, 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

Except for the accounting policy for revenue recognition that was updated as a result of adopting the new accounting standard on the recognition of revenue from contracts with customers, and the estimates involved with the purchase accounting associated with Cavium business combination, there have been no material changes to our critical accounting policies and estimates from the information provided in the "Critical Accounting Policies and Estimates" section of our Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2018. See "Note 3. Business Combination," "Note 12. Revenue - New Revenue Recognition Policy Including Significant Judgments and Estimates" and "Note 4. Goodwill and Acquired Intangible Assets, Net" for additional information.

Results of Operations

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

	Three Months Ended		Nine Months Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of goods sold	54.9	38.7	46.4	39.3
Gross profit	45.1	61.3	53.6	60.7
Operating expenses:				
Research and development	31.1	26.8	31.0	29.8
Selling, general and administrative	13.2	9.6	15.0	9.5
Restructuring related charges	3.2	0.5	3.0	0.5
Total operating expenses	47.5	36.9	49.0	39.8
Operating income (loss) from continuing operations	(2.4)	24.4	4.6	20.9
Interest income	0.1	0.7	0.5	0.6
Interest expense	(2.6)	—	(1.8)	—
Other income (loss), net	(0.3)	0.3	(0.2)	0.3
Income (loss) from continuing operations before income taxes	(5.2)	25.4	3.1	21.8
Provision (benefit) for income taxes	1.1	1.1	(0.8)	0.4
Income (loss) from continuing operations, net of tax	(6.3)%	24.3 %	3.9 %	21.4 %

Three and nine months ended November 3, 2018 and October 28, 2017

Net Revenue

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
(in thousands, except percentage)						
Net revenue	\$ 851,051	\$ 616,302	38.1%	\$ 2,120,992	\$ 1,793,761	18.2%

At the beginning of fiscal year 2019, we adopted the new revenue recognition standard using the modified retrospective method. Refer to “Note 12 - Revenue” for further information.

Our net revenue for the three months ended November 3, 2018 increased by \$234.7 million compared to net revenue for the three months ended October 28, 2017. This was primarily due to increased sales of our networking products by 57% and higher sales of our storage products by 29%, with sales benefiting from our acquisition of Cavium, which occurred in the second quarter of fiscal year 2019. This increase was partially offset by decreased sales of our other products, which were down 4% compared to the three months ended October 28, 2017.

Our net revenue for the nine months ended November 3, 2018 increased by \$327.2 million compared to net revenue for the nine months ended October 28, 2017. This increase was primarily due to increased sales of our networking products by 29% and increased sales of our storage products by 14%, with sales benefiting from our acquisition of Cavium. This growth was offset by a decline in other products, which were down 5% compared to the nine months ended October 28, 2017.

In the three months ended November 3, 2018, unit shipments were 15% lower and average selling prices increased 45% compared to the three months ended October 28, 2017. In the nine months ended November 3, 2018, unit shipments were 1% higher and average selling prices increased 17% compared to the nine months ended October 28, 2017.

Cost of Goods Sold and Gross Profit

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Cost of goods sold	\$ 467,464	\$ 238,533	96.0%	\$ 984,602	\$ 705,303	39.6%
% of net revenue	54.9%	38.7%		46.4%	39.3%	
Gross profit	\$ 383,587	\$ 377,769	1.5%	\$ 1,136,390	\$ 1,088,458	4.4%
% of net revenue	45.1%	61.3%		53.6%	60.7%	

Cost of goods sold as a percentage of net revenue was higher for the three and nine months ended November 3, 2018 due primarily to our acquisition of Cavium, which resulted in increased inventory acquisition costs and amortization of acquired intangible assets, partially offset by lower manufacturing costs and improved product mix. As a result, gross margin for the three and nine months ended November 3, 2018 decreased 16.2 percentage points and 7.1 percentage points, respectively, compared to the three and nine months ended October 28, 2017.

Research and Development

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Research and development	\$ 264,888	\$ 165,477	60.1%	\$ 657,907	\$ 534,444	23.1%
% of net revenue	31.1%	26.8%		31.0%	29.8%	

Research and development expenses increased by \$99.4 million in the three months ended November 3, 2018 compared to the three months ended October 28, 2017. The increase was primarily due to additional costs from our acquisition of Cavium. The increase primarily consisted of \$74.5 million of higher employee personnel-related costs, \$6.7 million of higher computer-aided design software costs, \$5.1 million of higher other personnel-related costs and \$4.9 million of higher depreciation and amortization expense.

Research and development expenses increased by \$123.5 million in the nine months ended November 3, 2018, compared to the nine months ended October 28, 2017. The increase was due primarily to additional costs from our acquisition of Cavium. The increase primarily consisted of \$103.5 million of higher employee personnel-related costs, \$5.9 million of higher other personnel-related costs and \$5.0 million of higher depreciation and amortization expense.

Selling, general and administrative

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Selling, general and administrative	\$ 112,178	\$ 59,112	89.8%	\$ 318,192	\$ 169,875	87.3%
% of net revenue	13.2%	9.6%		15.0%	9.5%	

Selling, general and administrative expense increased by \$53.1 million in the three months ended November 3, 2018 compared to the three months ended October 28, 2017. The increase was primarily due to additional costs from our acquisition of Cavium, including \$20.0 million of intangibles amortization expense, \$13.9 million of higher employee personnel-related costs \$10.8 million of merger-related costs and \$8.2 million of higher facility-related expenses.

Selling, general and administrative expense increased by \$148.3 million in the nine months ended November 3, 2018 compared to the nine months ended October 28, 2017. The increase was due primarily to additional costs from our acquisition of Cavium, including \$55.6 million of higher employee personnel-related costs, \$53.9 million of merger-related costs, \$24.8 million of intangibles amortization expense and \$9.3 million of higher facility-related expenses.

Restructuring Related Charges

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Restructuring related charges	\$ 27,031	\$ 3,284	723.1%	\$ 64,013	\$ 8,455	657.1%
% of net revenue	3.2%	0.5%		3.0%	0.5%	

We recognized \$27.0 million and \$64.0 million of total restructuring related charges in the three and nine months ended November 3, 2018 as the Company continues to evaluate its existing operations to increase operational efficiency, decrease costs and increase profitability. See “Note 6 - Restructuring and Other Related Charges” for further information.

Interest Income

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Interest income	\$ 1,046	\$ 4,301	(75.7)%	\$ 10,690	\$ 11,643	(8.2)%
% of net revenue	0.1%	0.7%		0.5%	0.6%	

Interest income decreased by \$3.3 million and \$1.0 million in the three and nine months ended November 3, 2018, respectively, compared to the three and nine months ended October 28, 2017. The decrease is primarily due to the sale of investments in the first and second quarter of fiscal 2019.

Interest Expense

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Interest expense	\$ (22,370)	\$ (262)	8,438.2%	\$ (38,409)	\$ (393)	9,673.3%
% of net revenue	(2.6)%	— %		(1.8)%	— %	

Interest expense increased by \$22.1 million and \$38.0 million in the three and nine months ended November 3, 2018, respectively, compared to the three and nine months ended October 28, 2017. The increase is primarily due to interest expense incurred resulting from the issuance of our 2023 Notes, 2028 Notes and amounts borrowed under our credit agreement.

Other Income (Loss), Net

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Other income (loss), net	\$ (2,628)	\$ 2,161	(221.6)%	\$ (3,858)	\$ 5,471	(170.5)%
% of net revenue	(0.3)%	0.3%		(0.2)%	0.3%	

Other income (loss), net, was a loss of \$2.7 million in the three months ended November 3, 2018, compared to a gain of \$2.2 million in the three months ended October 28, 2017. This was primarily a result of a loss from the sale of a business and foreign currency remeasurement loss in the three months ended November 3, 2018 compared with a gain from sale of a private equity investment and foreign currency remeasurement gain in the three months ended October 28, 2017.

Other income (loss), net, was a loss of \$3.9 million in the nine months ended November 3, 2018 compared to a gain of \$5.5 million in the nine months ended October 28, 2017. This was primarily a result of a loss from the sale of a business and foreign currency measurement loss in the nine months ended November 3, 2018 compared with a \$5.1 million gain from the sale of a business recognized in the nine months ended October 28, 2017.

Provision (benefit) for Income Taxes

	Three Months Ended			Nine Months Ended		
	November 3, 2018	October 28, 2017	% Change	November 3, 2018	October 28, 2017	% Change
	(in thousands, except percentage)					
Provision (benefit) for income taxes	\$ 9,305	\$ 6,759	37.7%	\$ (16,903)	\$ 8,026	(310.6)%

Our income tax expense for the three months ended November 3, 2018 was \$9.3 million compared to tax expense of \$6.8 million for the three months ended October 28, 2017. Our income tax expense for the three months ended November 3, 2018 differs from the same period in the prior year primarily as a result of combining our projected Cavium and Marvell results in estimating our annual effective tax rate. With this acquisition, we are projecting significant amounts of pre-tax losses in the U.S. for the current fiscal year for which an income tax benefit will be realized at the U.S. statutory rate of 21%. This projected income tax benefit is in excess of our projected income taxes from other jurisdictions. During the three months ended November 3, 2018, our estimated annual effective tax rate was adjusted requiring us to true up our year to date income tax benefit in the current three month period. The effective tax rate for the three months ended November 3, 2018 and October 28, 2017 differs from the statutory Federal rate of 21% and 35%, respectively, primarily due to non-U.S. earnings that are taxed at a substantially lower tax rate.

Our income tax benefit for the nine months ended November 3, 2018 was \$16.9 million compared to tax expense of \$8.0 million for the nine months ended October 28, 2017. Our income tax provision for the nine months ended November 3, 2018 differs from the same period in the prior year primarily as a result of combining our projected Cavium and Marvell results. With this acquisition, we are projecting significant amounts of pre-tax losses in the U.S. for the current fiscal year for which an income tax benefit is realized at the U.S. statutory rate of 21%. This income tax benefit is in excess of our projected income taxes from other jurisdictions. As a result, our effective tax rate in the current period reflects a significant consolidated income tax benefit, in addition to the reversal of uncertain tax positions and other prior year tax positions. The effective tax rate for the nine months ended November 3, 2018 and October 28, 2017 differs from the statutory Federal rate of 21% and 35%, respectively, primarily due to non-U.S. earnings that are taxed at a substantially lower tax rate.

Our provision for income taxes may be affected by changes in the geographic mix of earnings with different applicable tax rates, 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. It is possible that significant negative evidence may become available to reach a conclusion that a valuation allowance will be needed, and as such, we may recognize a valuation allowance in the next 12 months. 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."

The Tax Cuts and Jobs Act ("2017 Tax Act") was signed into law on December 22, 2017. The 2017 Tax Act significantly revises the U.S. corporate income tax by, among other things, lowering the statutory corporate tax rate from 35% to 21%, eliminating certain deductions, imposing a mandatory one-time tax on accumulated earnings of foreign subsidiaries, introducing new tax regimes, and changing how foreign earnings are subject to U.S. tax. The 2017 Tax Act also enhanced and extended through 2026 the option to claim accelerated depreciation deductions on qualified property. We have not completed our determination of the accounting implications of the 2017 Tax Act on our tax accruals. However, we reasonably estimated the effects of the 2017 Tax Act and recorded provisional amounts in our financial statements as of February 3, 2018. There were no additional adjustments made to these amounts in the three or nine month period ended November 3, 2018. As we continue our analysis of the 2017 Tax Act, collect and prepare necessary data, and interpret any additional guidance issued by the U.S. Treasury Department, the IRS, and other standard-setting bodies, we may make adjustments to the provisional amounts. Those adjustments may materially impact our provision for income taxes in the period in which the adjustments are made.

Liquidity and Capital Resources

Our principal source of liquidity as of November 3, 2018 consisted of approximately \$610 million of cash, cash equivalents and short-term investments, of which approximately \$550 million was held by subsidiaries outside of Bermuda. We have not recognized a deferred tax liability on \$440 million of the excess financial reporting basis over the tax basis of investments in foreign subsidiaries outside of Bermuda that is indefinitely reinvested. 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. If such amounts were no longer considered indefinitely reinvested, we would incur a tax expense of approximately \$120 million.

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, which was undrawn as of November 3, 2018. See "Note 10 - Debt" for further information.

We believe that our existing cash, cash equivalents and short-term investments, together with cash generated from operations, and funds from our 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. In addition, we have been named as defendants in several litigation actions and an unfavorable outcome in any current litigation matter could have a material adverse effect on our liquidity, cash flows and results of operations. For a discussion of litigation related risks, see Part II, Item 1A, "Risk Factors," including the risk detailed under the caption *"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."*

To the extent that our existing cash, cash equivalents and short-term investments together with cash generated by operations, and funds available under our 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.

Cash Flows from Operating Activities

Net cash flow provided by operating activities for the nine months ended November 3, 2018 was \$490.1 million. We had net income of \$81.6 million, adjusted for the following non-cash items: share-based compensation expense of \$133.5 million, amortization of inventory fair value adjustment associated with the acquisition of Cavium of \$125.8 million, amortization of acquired intangible assets of \$104.6 million, depreciation and amortization of \$86.4 million, a non-cash gain on deferred income taxes of \$27.7 million, restructuring related impairment charges of \$11.9 million, amortization of deferred debt issuance costs and debt discounts of \$9.3 million, and \$5.4 million net loss from other non-cash items. Cash outflow from working capital of \$40.6 million for the nine months ended November 3, 2018 was primarily driven by an increase in accounts receivable and a decrease in accrued compensation, partially offset by an increase in accrued liabilities. The increase in accounts receivable was driven primarily by an increase in sales. The decrease in accrued compensation was mainly driven by a decrease in our bonus accrual due to our annual bonus payout during the nine months ended November 3, 2018. The increase in accrued liabilities is primarily due to an increase in interest accrual related to debt, an increase in restructuring liabilities, as well as an increase in revenue-related liabilities.

Net cash flow provided by operating activities for the nine months ended October 28, 2017 was \$451.4 million. We had \$472.1 million of net income, adjusted for \$38.8 million of non-cash items, which was primarily driven by gain on the sales of discontinued operations and businesses of \$93.7 million, share-based compensation expense of \$65.3 million, and depreciation and amortization of \$62.6 million. The cash outflow from working capital of \$59.5 million for the nine months ended October 28, 2017 was primarily driven by increases in accounts receivable and inventory and a decrease in accrued liabilities. This outflow was partially offset by an increase in accounts payable and a decrease in prepaid expenses and other current assets. The increase in accounts receivable was driven primarily by the increase in revenue. The increase in inventory is associated with the build up of inventory related to our networking and storage products in preparation for next quarter's demand. The decrease in accrued liabilities was driven by a reduction of accruals for restructuring expenses and rebates. The increase in accounts payable was due to additional amounts owed for assembly and test services.

Cash Flows from Investing Activities

Net cash flow used in investing activities was \$1.8 billion for the nine months ended November 3, 2018 compared to net cash provided by investing activities of \$63.0 million for the nine months ended October 28, 2017. For the nine months ended November 3, 2018, net cash used in investing activities was primarily driven by net cash paid to acquire Cavium of \$2.6 billion, partially offset by proceeds for sales and maturities of available-for sale securities and time deposits of \$986.9 million.

For the nine months ended October 28, 2017, net cash provided by investing activities of \$63.0 million was primarily driven by purchase of available-for-sale securities of \$672.9 million, partially offset by sales and maturities of available-for-sale securities of \$589.9 million and net proceeds of \$165.9 million from the sale of our Broadband, Multimedia, and LTE thin-modem businesses.

Cash Flows from Financing Activities

For the nine months ended November 3, 2018, net cash provided by financing activities of \$1.0 billion was primarily attributable to \$1.9 billion proceeds from issuance of debt and \$60.8 million proceeds from employee stock plans, partially offset by \$681.1 million repayment of debt, \$108.6 million for payment of our quarterly dividends, \$52.5 million payments for technology license obligations, and \$54.0 million for repurchases of our common stock.

For the nine months ended October 28, 2017, net cash used in financing activities of \$528.3 million was primarily attributable to \$527.6 million for repurchases of our common stock, \$89.6 million for payment of our quarterly dividends, and \$25.9 million minimum tax withholding payments on behalf of employees for net share settlements. These outflows were partially offset by proceeds of \$137.4 million from employee stock plans.

Contractual Obligations and Commitments

We presented our contractual obligations at August 4, 2018 in our Quarterly Report on Form 10-Q for the fiscal quarter then ended. There have been no material changes outside the ordinary course of business in those obligations during the three months ended November 3, 2018.

Indemnification Obligations

See “Note 11 – Commitments and Contingencies” in the Notes to the Unaudited Condensed Consolidated Financial Statements set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk. With our outstanding debt following our acquisition of Cavium, 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. See “Note 10 - 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 \$3.6 million to \$8.3 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 in highly liquid and highly rated debt instruments of the U.S. government and its agencies, money market mutual funds, asset backed securities, 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 statements 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 November 3, 2018, 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 4. Controls and Procedures

Management’s Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act). Our disclosure controls and procedures are designed to ensure that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and our principal financial officer concluded that, as of November 3, 2018, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the three months ended November 3, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitation 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.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information under the caption “Contingencies” as set forth in “Note 11 – Commitments and Contingencies” of our Notes to Unaudited Condensed Consolidated Financial Statements, included in Part I, Item 1, is incorporated herein by reference. For additional discussion of certain risks associated with legal proceedings, see Part II, Item 1A, “Risk Factors,” immediately below.

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.

Risks Related to Our Acquisition of Cavium

Our acquisition of Cavium involves a number of risks, including, among others, associated with our use of a significant portion of our cash and our taking on significant indebtedness, other financial risks, integration risks, and risk associated with the reactions of customers, suppliers and employees.

We used a significant portion of our cash and incurred substantial indebtedness in connection with the financing of our acquisition of Cavium (the “Cavium acquisition”) that will reduce 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.

The benefits we expect to realize from the Cavium acquisition will depend, in part, on our ability to integrate the businesses successfully and efficiently. See also the Risk Factor entitled “*Any potential future acquisitions, strategic investments, divestitures, mergers or joint ventures may subject us to significant risks, any of which could harm our business.*” If we are unable to successfully integrate the businesses of Cavium with that of the Company, the combined company’s business, results of operations, financial condition or cash flows could be harmed. The challenges in integrating the operations of the companies include, among others:

- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from combining the businesses;
- difficulties entering new markets or manufacturing in new geographies where we have no or limited direct prior experience;
- difficulties in the integration of operations and systems;
- difficulties in the assimilation of employees;
- difficulties in managing the expanded operations of a significantly larger and more complex company; and
- challenges in maintaining existing, and establishing new, business relationships.

Our and/or Cavium’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 the combined company, delay or defer other decisions concerning the combined company, or otherwise seek to change the terms on which they do business with the combined company. Any of the above could harm the combined company and thus decrease the benefits we expect to receive from the acquisition.

We may not fully realize the benefits we expect to receive from the transaction, such as increasing revenue or profits, or receive them in the anticipated time frame. In addition, if we have not identified or accurately assessed the magnitude of Cavium’s liabilities, it 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 our business, results of operations, financial condition or cash flows. Moreover, the completion of the acquisition and integration of the businesses could result in increased employee voluntary attrition. Loss of key or skilled personnel could adversely impact product development or other aspects of the Company’s business and operations.

The occurrence of any of these risks could have a material adverse effect on the combined company’s business, results of operations, financial condition or cash flows.

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 Credit Agreement provides for a \$900.0 million Term Loan. The Term Loan will mature on July 6, 2021. As of November 3, 2018, the outstanding principal balance of the Term Loan amounted to \$825.0 million.

In addition to the Term Loan under the Credit Agreement, 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 Agreement contains restriction on the incurrence of 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 Agreement 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.

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

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 Agreement and the indenture under which the Senior Notes were issued impose restrictions on our business.

The Credit Agreement 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 Agreement and the indenture for the Senior Notes. Our ability to meet the liquidity covenant set forth in the Credit Agreement 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 Agreement 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.

Factors That May Affect Our Future Results

Our financial condition and results of operations may vary from quarter to quarter, which may cause the price of our common shares to decline.

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.

Fluctuations in our results of operations may be due to a number of factors, including, but not limited to, those listed below and those identified throughout this "Risk Factors" section:

- our ability to realize anticipated synergies in connection with the Cavium acquisition;
- changes in general economic and political conditions and specific conditions in the end markets we address, including the continuing volatility in the technology sector and semiconductor industry;
- the effects of any acquisitions, divestitures or significant investments, including the Cavium acquisition;
- the highly competitive nature of the end markets we serve, particularly within the semiconductor industry;
- our dependence on a few customers for a significant portion of our revenue;
- severe financial hardship or bankruptcy of one or more of our major customers;

- 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;
- any current and future litigation 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;
- cancellations, rescheduling or deferrals of significant customer orders or shipments, as well as the ability of our customers to manage inventory;
- gain or loss of a design win or key customer;
- seasonality in sales of consumer devices in which our products are incorporated;
- failure to qualify our products or our suppliers' manufacturing lines;
- 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;
- failure to protect our intellectual property;
- impact of a significant natural disaster, including earthquakes, 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; and
- our ability to attract, retain and motivate a highly skilled workforce, especially managerial, engineering, sales and marketing personnel.

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.

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. Net revenue from our two largest customers represented 25% and 34% of our net revenue for the nine months ended November 3, 2018 and October 28, 2017, respectively. 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.

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 integrated circuits from our competitors;
- customers may discontinue sales or lose market share in the markets for which they purchase our products;
- customers 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; 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.

In addition, if regulatory activity, such as enforcement of U.S. export control and sanctions laws, or the imposition of new tariffs, were to materially limit our ability to make sales to any of our significant customers, it could harm our results of operations, reputation and financial condition.

Any 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 may include 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. Mergers, acquisitions and divestitures include a number of risks and present financial, managerial and operational challenges, including but not limited to:

- diversion of management attention from running our existing business;
- increased expenses, including, but not limited to, legal, administrative and compensation expenses related to newly hired or terminated employees;
- key personnel of an acquired company may decide not to work for us;
- increased costs to integrate or, in the case of a divestiture, separate the technology, personnel, customer base and business practices of the acquired or divested business or assets;
- assuming the legal obligations of the acquired company, including potential exposure to material liabilities not discovered in the due diligence process;
- ineffective or inadequate control, procedures and policies at the acquired company may negatively impact our results of operations;
- potential adverse effects on reported operating results due to possible write-down of goodwill and other intangible assets associated with acquisitions;
- potential damage to customer relationships or loss of synergies in the case of divestitures; and
- unavailability of acquisition financing on reasonable terms or at all.

Any acquired business, technology, service or product could significantly under-perform relative to our expectations and may not achieve the benefits we expect from possible acquisitions. 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. 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, we may fail to complete them due to factors such as:

- failure to obtain regulatory or other approvals;
- IP disputes or other litigation; or
- difficulties obtaining financing for the transaction.

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.

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, such as bundling multiple products and pricing. 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, Avago Technologies Limited (now Broadcom Limited (“Broadcom”)) acquired Broadcom Corporation in February 2016 and LSI Corporation in May 2014; Intel acquired Altera Corporation in December 2015; and NXP Semiconductors acquired Freescale Semiconductor, Ltd. in December 2015. Consolidation among our competitors 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.

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.

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

The HDD industry is intensely competitive and technology inflections are happening rapidly. 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.

HDD 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 HDD industry often result in shifts in market share among the industry's participants. If the HDD manufacturers using our products do not retain or increase their market share, our sales may decrease.

In addition, the HDD industry has experienced significant consolidation. Consolidation among our customers 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, 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.

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.

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.

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.

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.

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.

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.

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 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. 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 are unable to secure 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.

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 suppliers that could be costly and harm our results of operations, such as nonrefundable deposits with or loans to foundries 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.

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 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.

In order to remain competitive, we expect to continue to transition our semiconductor products to increasingly smaller line width geometries. This transition requires us to modify the manufacturing processes for our products and to redesign some products. In addition, the cost of developing products with increasingly smaller line width geometries requires significantly higher investment and risk. We periodically evaluate the benefits, on a product-by-product basis, of migrating to smaller geometry process technologies to reduce our costs. In the past, we have experienced some difficulties in shifting to smaller geometry process technologies or new manufacturing processes, which resulted in reduced manufacturing yields, delays in product deliveries and increased expenses. We may face similar difficulties, delays and expenses as we continue to transition our products to smaller geometry processes.

We are 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 the transition or that we will be able to maintain our existing foundry relationships or develop new ones. If we or any of our foundry subcontractors experience significant delays in this transition or fail to efficiently implement this 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.

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 have incurred significant indemnification expenses in connection with the Audit Committee's independent investigation completed in March 2016 and related shareholder litigation and pending government investigations. In connection with some of these pending matters, we are required to, or we have otherwise agreed to, advance, and have advanced, legal fees and related expenses to certain of our current and former directors and officers and expect to continue to do so while these matters are pending.

Indemnification obligations may not be “covered matters” under our directors’ and officers’ liability insurance, or there may be insufficient coverage available. 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.

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 have experienced a significant transition at the executive management level in the last two years. If our executive team is unable to engage and align mid-management or attract and retain the key talent needed for us to timely achieve our business objectives, our business and results of operations could be harmed.

Our executive management team has gone through a complete transition in the last two years, including the hiring of a new President and CEO, Chief Financial Officer, Chief Accounting Officer and Controller, Chief Operations Officer, Chief Technology Officer, Chief Administration and Legal Officer, Executive Vice President of Worldwide Sales and Marketing and the appointment of new leaders for our corporate development organization and our storage, and networking and connectivity groups. In addition, we have added two new senior executives in connection with our acquisition of Cavium.

While the individual members of our executive management team each have significant industry-related experience, they previously had not worked together as a group and it will take time for them to become an integrated management team. Delays in the integration of our management team could affect our ability to implement our business strategy, which could have a material adverse effect on our business and results of operations.

If any of the members of our current management team were to leave our company unexpectedly, we could face substantial difficulty in hiring qualified successors. The marketplace for senior executive management candidates is very competitive and limited, particularly in the Silicon Valley where our U.S. operations are based. Our growth may be adversely impacted if we are unable to attract, retain and motivate such key employees. Turnover of senior management can adversely impact our stock price, our results of operations and our client relationships, and has made recruiting for future management positions more difficult. Competition for senior leadership may increase our compensation expenses, which may negatively affect our profitability.

We depend on highly skilled engineering and sales and marketing 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 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. 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 restructuring efforts in fiscal 2017 and 2018, which eliminated approximately 900 jobs worldwide, 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 the Cavium acquisition, 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.

We rely upon the performance of our information technology systems to process, transmit, store and protect electronic information. The failure of or security breaches of any of our critical information technology systems may result in serious harm to our reputation, business, results of operations and/or financial condition.

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, viruses, destructive or inadequate code, malware, power failures, cyber-attacks, internal malfeasance or other events. 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. 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 may 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. 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.

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 secret laws, 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.

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 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.

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 may create 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.

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 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.

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. All of our products are manufactured outside of the United States. Our current qualified integrated circuit foundries are located in the same region within Taiwan, and our primary assembly and test subcontractors are located in the Pacific Rim region. 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 88% and 94% of our net revenue in the nine months ended November 3, 2018 and October 28, 2017, 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:

- 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, 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 recently imposed tariffs announced by the Trump 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 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; 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. If we violate or fail to comply with any of them, 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.

In addition, we are subject to the “conflict mineral rules” promulgated by the SEC, which impose disclosure requirements on us regarding the use of conflict minerals mined from the Democratic Republic of Congo and adjoining countries in our products and the procedures our manufacturer’s use to prevent the sourcing of such conflict minerals. The ongoing implementation of these requirements could affect the sourcing, availability and pricing of minerals used in the manufacture of semiconductor devices, including our products. As a result, there may only be a limited pool of suppliers who provide conflict-free metals, and we cannot assure you that we will be able to obtain products in sufficient quantities or at competitive prices, which could adversely affect our operations and product margins. Additionally, if we are unable to sufficiently source conflict-free metals, we may face difficulties in satisfying customers who may require that the products they purchase from us are conflict-free, which may harm our sales and operating results.

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. For example, 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. Furthermore, in prior years, we have entered into 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 qualified for Pioneer status until it expired in June 2014. However, we re-negotiated with the Singapore government and in fiscal 2015, they extended the Development and Expansion Incentive until June 2019. 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. The European Commission has also conducted investigations in multiple countries focusing on whether local country tax rulings or tax legislation provides preferential tax treatment that violates European Union state aid rules and concluded that certain countries, including Ireland and Belgium, have provided illegal state aid in certain cases. We can provide no assurance that changes in tax laws and additional investigations would not have an adverse tax impact on our international operations.

Matters relating to or arising from our Audit Committee investigation, including regulatory proceedings, litigation matters and potential additional expenses, may adversely affect our business and results of operations.

As previously disclosed in our public filings, in March 2016, the Audit Committee of our Board of Directors completed an investigation that generally included a review of certain revenue recognized in the first and second quarters of fiscal 2016 and the fourth quarter of fiscal 2015, including transactions that would have, in the normal course of events and but for action by certain Marvell employees, been completed and recognized in a subsequent quarter (referred to internally as “pull-ins”), the accrual of a litigation reserve in the second quarter of fiscal 2016, and the stated belief by Marvell’s former Chairman and Chief Executive Officer of ownership of certain patent rights related to the Final-Level Cache invention and his later assignment of associated patent rights to Marvell. We are also the subject of investigations by the Securities and Exchange Commission and the U.S. Attorney related to these matters. We are fully cooperating with the SEC and the U.S. Attorney with respect to those investigations.

We incurred significant expenses related to legal, accounting, and other professional services in connection with the investigations and related matters and related remediation efforts. In addition, we incurred significant legal expenses in connection with the litigation and settlement of securities class actions or other lawsuits that were filed against us, our directors and officers. The expenses incurred, the impact of our delay in fiscal 2016 and the beginning of fiscal 2017 in meeting our periodic reports on the confidence of investors, employees and customers, and the diversion of the attention of the management team that occurred adversely affected our business, financial condition and results of operations or cash flows. Any future such investigations or additional lawsuits may adversely affect our business, financial condition, results of operations and cash flows.

During fiscal 2016 and continuing through the third quarter of fiscal 2018, we identified material weaknesses in our internal controls over financial reporting, which have since been remediated. If we are unable to develop, implement and maintain effective internal controls in future periods, our consolidated financial statements could contain material misstatements which would cause us to issue a restatement thereof. A restatement of our consolidated financial statements could cause our investors to lose confidence in our reported financial information and lead to a decline in our stock price.

The Sarbanes-Oxley Act of 2002 and SEC rules require that management report on the effectiveness of our internal control over financial reporting and our disclosure controls and procedures. Among other things, management must conduct an assessment of internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. During fiscal 2016 and continuing through the third quarter of fiscal 2018, we identified material weaknesses in our internal controls over financial reporting. While we have remediated these material weaknesses as of February 3, 2018, the remediation process absorbed significant management attention and we incurred significant expenses relating to the remediation.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements would not be prevented or detected. As with any material weakness, if our remedial measures are insufficient to address the material weaknesses, or if additional material weaknesses or significant deficiencies in our internal control over financial reporting are discovered or occur in the future, our consolidated financial statements may contain material misstatements. Any material misstatements could result in a restatement of our consolidated financial statements, cause us to fail to meet our reporting obligations or cause investors to lose confidence in our reported financial information, leading to a decline in our stock price.

Any 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. Because of its inherent limitations, internal control over financial reporting will not necessarily prevent all error and all fraud. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. In addition, we may modify the design and operating effectiveness of our internal controls, which could affect the overall effectiveness or evaluation of the control system in the future by us or our independent registered public accounting firm. We cannot ensure that any design will succeed in achieving its stated goals under all potential future conditions, as controls may become inadequate due to changes in conditions or deterioration in the degree of compliance. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to provide reliable financial reports, or to detect and prevent fraud, which would harm our business.

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 have been 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 11 - Commitments and Contingencies” of our Notes to the Unaudited Condensed Consolidated Financial Statements set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q for a more detailed description of material litigation matters in which we may be currently engaged. 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 infringement claims, as well as claims against us and our subsidiaries’ proprietary technologies. Our subsidiaries and customers could face claims of infringement for certain patent licenses that have not been renewed. 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. 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 exposed to potential impairment charges on certain assets.

We had approximately \$5.5 billion of goodwill on our consolidated balance sheet as of November 3, 2018. 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.

We have identified 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.

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 2018 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.

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 health issues 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.

We are subject to the risks of owning real property.

Our buildings in Santa Clara, California; Singapore; 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 tenants or other 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.

Risks Related to Owning Marvell Common Shares

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 \$696 million of shares have been repurchased under that program as of November 3, 2018. 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 the 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.

We are incorporated in Bermuda and, as a result, it may not be possible for our shareholders to enforce civil liability provisions of the securities laws of the United States. In addition, our Bye-Laws contain a waiver of claims or rights of action by our shareholders against our officers and directors, which will severely limit our shareholders' right to assert a claim against our officers and directors under Bermuda law.

We are organized under the laws of Bermuda. As a result, it may not be possible for our shareholders to affect service of process within the United States upon us, or to enforce against us in U.S. courts judgments based on the civil liability provisions of the securities laws of the United States. There is significant doubt as to whether the courts of Bermuda would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liability provisions of the securities laws of the United States or any state, or hear actions brought in Bermuda against us or those persons based on those laws. The United States and Bermuda do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not based solely on U.S. federal or state securities laws, would not be automatically enforceable in Bermuda.

Our Bye-Laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers and directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties with or for us, other than with respect to any matter involving any fraud or dishonesty on the part of the officer or director or to any matter arising under U.S. federal securities laws. This waiver will limit the rights of our shareholders to assert claims against our officers and directors unless the act complained of involves fraud or dishonesty or arises as a result of a breach of U.S. federal securities laws. Therefore, so long as acts of business judgment do not involve fraud or dishonesty or arise as a result of a breach of U.S. federal securities laws, they will not be subject to shareholder claims under Bermuda law. For example, shareholders will not have claims against officers and directors for a breach of trust, unless the breach rises to the level of fraud or dishonesty, or arises as a result of a breach of U.S. federal securities laws.

Our Bye-Laws contain provisions that could delay or prevent a change in corporate control, even if the change in corporate control would benefit our shareholders.

Our Bye-Laws contain change in corporate control provisions, which include authorizing the issuance of preferred shares without shareholder approval. This provision could make it more difficult for a third party to acquire us, even if doing so would benefit our shareholders.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no sales of unregistered equity securities during the three months ended November 3, 2018.

Issuer Purchases of Equity Securities

The following table presents details of our share repurchases during the three months ended November 3, 2018 (in thousands, except per share data):

Period (1)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
August 5 – September 1, 2018	—	\$ —	—	\$ 357,956
September 2 – September 29, 2018	1,869	\$ 18.71	1,869	\$ 322,985
September 30 – November 3, 2018	1,026	\$ 18.52	1,026	\$ 1,003,987
Total	2,895	\$ 18.64	2,895	\$ 1,003,987

- (1) The monthly periods presented above for the three months ended November 3, 2018, are based on our fiscal accounting periods which follow a quarterly 4-4-5 week fiscal accounting period.
- (2) On November 17, 2016, we announced that our Board of Directors had authorized a \$1 billion share repurchase plan. 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. Our existing share repurchase program had approximately \$304 million of repurchase authority remaining as of October 16, 2018 prior to the approved addition. We intend 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 us to repurchase any dollar amount or number of our common shares and the repurchase program may be extended, modified, suspended or discontinued at any time.

Item 6. Exhibits

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed with SEC
3.1	Memorandum of Association of Marvell Technology Group Ltd.	10-K	000-30877	3.1	3/29/2018
3.2	Certificate of Incorporation of Marvell Technology Group Ltd.	10-Q	000-30877	3.2	6/5/2018
3.3	Fourth Amended and Restated Bye-Laws of Marvell Technology Group Ltd.	8-K	000-30877	3.1	11/10/2016
3.4	Memorandum of Reduction of Share Premium dated August 8, 2011	10-Q	000-30877	3.4	6/5/2018
3.5	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	6/5/2018
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	XBRL Instance Document				Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document				Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Document				Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				Filed herewith
#	Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.				
*	The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Form 10-Q 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.				

SIGNATURES

Pursuant to the requirements 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.

Date: December 10, 2018

By: /s/ JEAN HU

Jean Hu
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

I, Matthew J. Murphy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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: December 10, 2018

By: /s/ MATTHEW J. MURPHY

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

CERTIFICATION

I, Jean Hu, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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: December 10, 2018

By: /s/ JEAN HU

Jean Hu
Chief Financial Officer
(Principal Financial Officer)

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 Quarterly Report of the Registrant on Form 10-Q for the fiscal quarter ended November 3, 2018 (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: December 10, 2018

By: /s/ MATTHEW J. MURPHY

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

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 Quarterly Report of the Registrant on Form 10-Q for the fiscal quarter ended November 3, 2018 (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: December 10, 2018

By: /s/ JEAN HU

Jean Hu
Chief Financial Officer
(Principal Financial Officer)