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

FORM 8-K/A

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

Date of Report: February 2, 2026 (December 2, 2025)
(Date of earliest event reported)

MARVELL TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40357
(Commission
File Number)

85-3971597
(IRS Employer
Identification No.)

1000 N. West Street, Suite 1200
Wilmington, Delaware 19801
(Address of principal executive offices, including Zip Code)

(302) 295-4840
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.002 per share	MRVL	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Explanatory Note

As previously reported, on December 2, 2025, Marvell Technology, Inc. (the “Company”) announced that it entered into an Agreement and Plan of Reorganization (the “Agreement”) with Celestial AI, Inc. (“Celestial”) pursuant to which the Company will acquire Celestial (the “Transaction”). The Company described the Transaction in its Current Report on Form 8-K filed with the Securities and Exchange Commission on December 2, 2025 (the “Original 8-K”) and provided the approximate number of shares to be issued in connection with the Transaction. This filing supplements the Original 8-K to report the total number of shares of the Company’s common stock, par value \$0.002 per share (the “Common Stock”) issued at the closing of the Transaction.

Item 3.02 Unregistered Sales of Securities.

On February 2, 2026, the Company closed the Transaction and issued 24,601,976 unregistered shares of Common Stock. In addition to the issuance of unregistered shares of Common Stock, the Company also assumed approximately 3.0 million Celestial options (on an as-converted to shares of Company Common Stock basis) which will be registered on a Registration Statement on Form S-8 shortly after closing of the Transaction. The Company may also issue additional shares of Common Stock, having a value of up to \$2.25 billion as of the signing date, upon satisfaction of certain revenue milestones. The first milestone will be achieved if Celestial reaches cumulative revenue of at least \$500 million by the end of the Company’s fiscal year 2029. Additional amounts will become payable if cumulative revenue exceeds \$500 million but is less than \$2.0 billion. The full earnout would be paid if Celestial’s cumulative revenue by the end of the Company’s fiscal year 2029 exceeds \$2.0 billion.

Except as expressly set forth herein, this Current Report on Form 8-K/A does not amend the Original 8-K in any way and does not modify or update any other disclosures contained in the Original 8-K. This Current Report on Form 8-K/A supplements the Original 8-K and should be read in conjunction with the Original 8-K.

The Common Stock has not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and was issued in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act and rules and regulations of the U.S. Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated February 2, 2026](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

SIGNATURE

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

Date: February 2, 2026

MARVELL TECHNOLOGY, INC.

By: /s/ Mark Casper

Mark Casper

EVP, Chief Legal Officer and Secretary



Marvell Completes Acquisition of Celestial AI

SANTA CLARA, Calif. – February 2, 2026 – Marvell Technology, Inc. (NASDAQ: MRVL), a leader in data infrastructure semiconductor solutions, today announced that it has completed its previously announced acquisition of Celestial AI, a pioneer in optical interconnect technology for scale-up connectivity. Celestial AI brings its Photonic Fabric™ optical interconnect technology, designed to support high-bandwidth, low-latency connectivity across large-scale AI deployments.

With this acquisition, Marvell further strengthens its leadership across critical interconnect technologies required for next-generation AI and cloud data center architectures. The addition of Celestial AI expands Marvell's optical connectivity capabilities, enabling more tightly integrated, high-bandwidth, and power-efficient solutions for data center customers. This positions the combined company to be a technology leader in the emerging scale-up interconnect market, adding a significant and completely incremental new total addressable market (TAM).

"Celestial AI will enable us to advance Marvell's long-term strategy to deliver the industry's most comprehensive data infrastructure platforms," said Matt Murphy, Chairman and CEO of Marvell. "As AI systems continue to scale in size and complexity, customers require innovative connectivity solutions. The addition of Celestial AI's Photonic Fabric technology platform complements Marvell's existing portfolio and enhances our ability to address the most demanding requirements of next-generation AI and cloud data center architectures. We are excited to welcome the talented team from Celestial AI to Marvell."

Celestial AI's technologies and teams will now be a part of Marvell's Data Center Group, strengthening its end-to-end connectivity capabilities for next-generation AI systems.

Expected Financial Impact

Marvell expects initial revenue contributions from Celestial AI to begin in the second half of fiscal 2028, with revenue ramping meaningfully in the fourth quarter to a \$500 million annualized run rate. Revenue is expected to double to a \$1 billion annualized run rate by the fourth quarter of fiscal 2029.

The acquisition is expected to add approximately \$50 million in annual non-GAAP operating expenses to Marvell's current run rate. The completion of the acquisition reduced Marvell's cash balance by \$1 billion, lowering expected interest income in future fiscal periods, which will result in a decrease in the Company's Other Income by approximately \$38 million on an annual basis. In addition, the Company issued equity to complete the acquisition which increased Marvell's diluted weighted-average shares outstanding by approximately 27 million shares.

About Marvell

To deliver the data infrastructure technology that connects the world, we're building solutions on the most powerful foundation: our partnerships with our customers. Trusted by the world's leading technology companies for over 30 years, we move, store, process and secure the world's data with semiconductor solutions designed for our customers' current needs and future ambitions. Through a process of deep collaboration and transparency, we're ultimately changing the way tomorrow's enterprise, cloud and carrier architectures transform—for the better.

###

Cautionary Statement Regarding Forward Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws with respect to the transaction between Marvell and Celestial AI, including statements regarding the benefits of the transactions and expected synergies and the products and markets of each company as well as statements regarding Marvell's expectation of initial revenue contributions from Celestial AI beginning in the second half of fiscal 2028, with revenue ramping meaningfully in the fourth quarter to a \$500 million annualized run rate, and further, revenue is expected to double to a \$1 billion dollar run annualized rate by the fourth quarter of fiscal 2029. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue,"

“will likely result,” and similar expressions. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) the effect of the closing of the transaction on the business relationships, operating results, and business generally of Celestial AI, (ii) potential difficulties in employee retention as a result of the transaction, (iii) the ability of Marvell to successfully integrate Celestial AI’s operations and technologies, and (iv) the ability of Marvell to implement its plans, forecasts, and other expectations with respect to the acquired business. Forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict, including those described in the “Risk Factors” section of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed by us from time to time with the SEC. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and no person assumes any obligation to update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

Contacts

Marvell Investor Relations:

Ashish Saran

Senior Vice President, Investor Relations

408-222-0777

ir@marvell.com

Marvell Media:

pr@marvell.com