

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of Registrant as Specified in Its Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation or Organization)

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

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

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

**Marvell Technology Group Ltd.
Amended and Restated
1995 Stock Option Plan**

**Marvell Technology Group Ltd.
2000 Employee Stock Purchase Plan**

(Full Title of Plan)

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

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.002 par value	6,428,845(3)	\$ 38.66	\$248,539,147.00	\$22,866.00

- (1) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan and set forth in the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of Marvell Technology Group Ltd. common stock, as reported on the Nasdaq National Market on April 26, 2002.
- (3) 44,197,398 shares of common stock are issuable under the Amended and Restated 1995 Stock Option Plan. In addition to the 5,928,845 shares registered hereby, 29,500,000 shares of common stock issuable under the Amended and Restated 1995 Stock Option Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-40152) as filed with the Securities and Exchange Commission on June 26, 2000, and 8,768,553 shares of common stock were previously registered under the Registration Statement on Form S-8 (Registration No. 333-55974) as filed with the Securities and Exchange Commission on February 21, 2001. 2,000,000 shares of common stock are issuable under the 2000 Employee Stock Purchase Plan. In addition to the 500,000 shares registered hereby, 1,000,000 shares of common stock issuable under the 2000 Employee Stock Purchase Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-40154) as filed with the Securities and Exchange Commission on June 26, 2000, and 500,000 shares of common stock were previously registered under the Registration Statement on Form S-8 (Registration No. 333-56322) as filed with the Securities and Exchange Commission on February 28, 2001.

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INTRODUCTION

This Registration Statement on Form S-8 is filed by Marvell Technology Group Ltd., a Bermuda corporation (the “Company”), to register an additional 5,928,845 shares of the Company’s common stock, par value \$0.002 per share (“Common Stock”), issuable to holders of options issued under the Company’s Amended and Restated 1995 Stock Option Plan and an additional 500,000 shares of Common Stock issuable to employees of the Company and certain of its subsidiaries under the Company’s 2000 Employee Stock Purchase Plan, and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Company’s Registration Statement on Form S-8 (Registration No. 333-40152) previously filed by the Company with the Securities and Exchange Commission on June 26, 2000, and the Company’s Registration Statement on Form S-8 (Registration No. 333-55974) previously filed by the Company with the Securities and Exchange Commission on February 21, 2001, each of which relates to the Company’s Amended and Restated 1995 Stock Option Plan, are incorporated herein by reference and made a part hereof, and the contents of the Company’s Registration Statement on Form S-8 (Registration No. 333-40154) previously filed by the Company with the Securities and Exchange Commission on June 26, 2000, and the Company’s Registration Statement on Form S-8 (Registration No. 333-56322) previously filed by the Company with the Securities and Exchange Commission on February 28, 2001, each of which relates to the Company’s 2000 Employee Stock Purchase Plan, are incorporated herein by reference and made a part hereof.

ITEM 8. EXHIBITS.

Exhibit No.	Description
5.1	Opinion of Appleby Spurling & Kempe.
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.
23.2	Consent of Appleby Spurling & Kempe (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature page hereto).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on April 30, 2002.

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ Sehat Sutardja

Sehat Sutardja
President and Chief Executive Officer

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF MARVELL TECHNOLOGY GROUP LTD.

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of Marvell Technology Group Ltd., has signed this Registration Statement in the City of Sunnyvale, State of California, on April 30, 2002.

By: /s/ Sehat Sutardja

Sehat Sutardja
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints SEHAT SUTARDJA and GEORGE HERVEY his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sehat Sutardja</u> Sehat Sutardja	Co-Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	April 30, 2002

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<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George Hervey</u> George Hervey	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	April 30, 2002
<u>/s/ Weili Dai</u> Weili Dai	Executive Vice President, Secretary and Director	April 30, 2002
<u>/s/ Pantas Sutardja</u> Pantas Sutardja	Vice President and Director	April 30, 2002
<u>/s/ Diosdado P. Banatao</u> Diosdado P. Banatao	Co-Chairman of the Board	April 30, 2002
<u>/s/ Herbert Chang</u> Herbert Chang	Director	April 30, 2002
<u>/s/ John M. Cioffi</u> John M. Cioffi	Director	April 30, 2002
<u>/s/ Paul R. Gray</u> Paul R. Gray	Director	April 30, 2002
<u>/s/ Ron Verdoorn</u> Ron Verdoorn	Director	April 30, 2002
<u>/s/ Manuel Alba</u> Manuel Alba	Director	April 30, 2002

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24.1	Power of Attorney (contained on signature page hereto).

[APPLEBY SPURLING & KEMPE LETTERHEAD]

OPINION OF APPLEBY SPURLING & KEMPE

30 April 2002

Marvell Technology Group Ltd.
4th Floor, Windsor Place
22 Queen Street
P.O. Box HM 1179
Hamilton HM Ex Bermuda

Dear Sirs:

Marvell Technology Group Ltd.

We have acted as attorneys in Bermuda for Marvell Technology Group Ltd., a Bermuda company (the "Company") in connection with its filing with the United States Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") with respect to 5,928,845 of the Company's common shares of par value US\$0.002 per share to be issued pursuant to the terms of the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan and 500,000 of the Company's common shares of par value US\$0.002 per share to be issued pursuant to the terms of the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan (together, the "Common Shares").

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the Schedule to this opinion (the "Documents") together with such other documentation as we have considered requisite to this opinion.

Assumptions

In stating our opinion we have assumed:

- (a) the authenticity, accuracy and completeness of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed, notarised or photostatic copies;
 - (b) the genuineness of all signatures on the Documents;
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- (c) that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;
 - (d) that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would have a material effect on any of the opinions herein expressed;
 - (e) that all representations and factual statements appearing in the Registration Statement, the Plans and the Resolutions are true, accurate and complete in all material respects;
 - (f) that the Resolutions are in full force and effect and have not been rescinded, either in whole or in part, and accurately record: (i) the resolutions passed by the Board of Directors and Members of the Company in meetings which were duly convened and at which a duly constituted quorum was present and voting throughout (ii) resolutions adopted by all the Directors of the Company as unanimous written resolutions of the Board of Directors and (iii) resolutions adopted by all the Members of the Company as unanimous written resolutions of the Members of the Company; and further that there is no matter affecting the authority of the Directors to bring about the issue of the Common Shares by the Company under the terms of the Plans, not disclosed by the Constitutional Documents or the Resolutions, which would have any adverse implication in relation to the opinions expressed herein;
 - (g) that any awards granted under the Plans relevant to this opinion (collectively, "Awards") will constitute the legal, valid and binding obligations of the parties thereto, other than the Company;
 - a. that each Director of the Company, when the Board of Directors of the Company passed the Resolutions (being directors, resolutions), discharged his fiduciary duty owed to the Company and acted honestly and in good faith with a view to the best interests of the Company;
 - (h) that the Company has entered into its obligations under the Plans in good faith for the purpose of carrying on its business and that, at the time it did so, there were reasonable grounds for believing that the transactions contemplated in the respective Plan would benefit the Company;
 - (i) that at the time of issue by the Stock Option Committee of the Board of Directors (the "Committee") of any Award, or any Common Shares pursuant to any such Award, such Committee was duly constituted and at the date hereof remains a duly constituted committee of the Board of Directors of the Company having the necessary powers and authorities to issue Awards and Common Shares pursuant to the Plans;
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- (j) that the approval of the issue of any Awards and of any Common Shares under Awards will be duly made either at a duly convened and quorate meeting of the Board of Directors of the Company, or at a duly convened and quorate meeting of the Committee in a manner complying with the terms of the Bye-laws of the Company then in force and within the authority then given to the Committee by the Board of Directors of the Company;
- (k) that when the issue of any Common Shares under the Plans is authorised, the issue price will not be less than the par value of the Shares and that the Company will have sufficient authorised share capital to effect such issue and will continue to hold the necessary Consent from the Bermuda Monetary Authority for such share issue;
- (l) that in any case where Common Shares are issued by the Company pursuant to the Plans on the terms of an Award that does not require the allottee to pay to the Company a cash subscription price for such Common Shares, the Company will receive prior to the allotment of shares a transfer to it of assets from the allottee with a fair value at least equivalent to the aggregate par value of the Shares issued to him pursuant to that Award;
- (m) that when filed with the Securities and Exchange Commission, the Registration Statement will not differ in any material respect from the draft referred to in paragraph 1 of the Schedule;
- (n) that the records which were the subject of the Company Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Company Search been materially altered; and
- (o) that the records which were the subject of the Litigation Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date of the Litigation Search been materially altered.

Opinion

Based upon and subject to the foregoing and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that when issued and allotted by the Board of Directors of the Company or by the Committee pursuant to Awards and when fully paid for pursuant to and in accordance with the terms and conditions of the Plans, as contemplated by the Plans, the Common Shares will be validly issued, fully-paid and non-assessable shares in the capital of the Company.

Reservations

We have the following reservations:

- (a) We express no opinion as to any law other than Bermuda law and none of the opinions expressed herein relates to compliance with or matters governed by the laws of any jurisdiction except Bermuda. This opinion is limited to Bermuda law as applied by the courts of Bermuda at the date hereof.
- (b) Any reference in this opinion to Common Shares being "non-assessable" shall mean, in relation to fully paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of such Common Shares, that no shareholder shall be bound by an alteration to the Memorandum of Association or Bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for additional shares, or in any way increases his liability to contribute to the share capital of, or otherwise to pay money to, the Company.
- (c) Searches of the Register of Companies at the office of the Registrar of Companies are not conclusive and it should be noted that the Register of Companies does not reveal:
 - (i) details of matters which have been lodged for filing or registration which as a matter of general practice of the Registrar of Companies would have or should have been disclosed on the public file but have not actually been registered or to the extent that they have been registered have not been disclosed or do not appear in the public records at the date and time the search is concluded; or
 - (ii) details of matters which should have been lodged for registration but have not been lodged for registration at the date the search is concluded.
- (d) In order to issue this opinion we have carried out the Searches as referred to in paragraphs 4 and 5 of the Schedule and have not enquired as to whether there has been any change since the date of the Searches.
- (e) We have relied upon the statements made in the Officers Certificate referred to in paragraph 9 of the Schedule. We have made no independent verification of the matters referred to in the certificate and we qualify this opinion to the extent that the statements made in the certificate are not accurate in any respect.

Disclosure

This opinion is addressed to you in connection with the registration of the Common Shares with the Securities and Exchange Commission. Further, this opinion speaks as of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. We hereby consent to the inclusion of the opinion as an exhibit to the Registration Statement.

This opinion is governed by and is to be construed in accordance with Bermuda law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Bermuda.

Yours faithfully

/s/ APPLEBY SPURLING & KEMPE

SCHEDULE

1. An electronic copy of the draft of the Registration Statement dated 27 April 2002 and received on 30 April 2002 (excluding the exhibits and excluding the documents incorporated by reference).
 2. An electronic copy of each of the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan and the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan (together, the "Plans").
 3. Copies of:
 - (i) the Written Resolution of the Board of Directors of the Company effective on 18 April 1995;
 - (ii) the Written Resolution of the Members of the Company effective 11 April 1995;
 - (iii) the Minutes of the meeting of the Board of Directors of the Company held on 8 May 2000;
 - (iv) the Minutes of the meeting of the Members of the Company held on 17 June 2000;
 - (v) the Written Resolution of the Board of Directors of the Company effective on 8 February 2001;
 - (vi) the Minutes of the meeting of the Board of Directors of the Company held on 8 May 2001; and
 - (vii) the Minutes of the meeting of the Members of the Company held on 21 June 2001(collectively the "Resolutions").
 4. The entries and filings shown in respect of the Company on the file of the Company maintained in the Register of Companies at the office of the Registrar of Companies in Hamilton, Bermuda, as revealed by a search done on 30 April 2002 (the "Company Search");
 5. The entries and filings shown in respect of the Company in the Supreme Court Causes Book maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a search done on 30 April 2002 (the "Litigation Search");

(The Company Search and the Litigation Search are collectively referred to as the "Searches")
 6. Copies of the Certificate of Incorporation, Memorandum of Association and Bye-laws of the Company incorporating all amendments to 21 June 2001 (collectively referred to as the "Constitutional Documents");
 7. A copy of the permissions dated 31 May 2000 given by the Bermuda Monetary Authority under the Exchange Control Act (1972) and related regulations for the issue of shares in the capital of the Company;
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8. A Certificate of Compliance dated 13 March 2002 issued by the Ministry of Finance in respect of the Company; and
9. A fax copy of an Officer's Certificate dated 29 April 2002 and signed by George A. Hervey as Vice President of Finance and Chief Financial Officer of the Company confirming the authorised and issued share capital of the Company as at that date.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2002 relating to the consolidated financial statements of Marvell Technology Group Ltd., which appears in Marvell Technology Group Ltd.'s Annual Report on Form 10-K for the year ended February 2, 2002.

/s/ PRICEWATERHOUSECOOPERS LLP

San Jose, California
April 30, 2002