

Pangrazio Vincent P
 Form 4
 July 06, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pangrazio Vincent P

(Last) (First) (Middle)

C/O CAVIUM, INC., 2315 N.
 FIRST STREET

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CAVIUM, INC. [CAVM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/06/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/06/2018 ⁽¹⁾		U		7,664 <u>(1)</u>	D	<u>(1)</u> 41,383 D
Common Stock	07/06/2018 ⁽¹⁾		D		34,947 <u>(2) (3)</u>	D	<u>(3)</u> 6,436 D
Common Stock	07/06/2018 ⁽¹⁾		D		2,461 <u>(4) (5)</u>	D	<u>(5)</u> 3,975 D
Common Stock	07/06/2018 ⁽¹⁾		D		3,975 <u>(4) (5)</u>	D	<u>(5)</u> 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option Right to Buy	\$ 62.86	07/06/2018		D	5,250	(6)(7) 02/16/2022	Common Stock	5,250
Stock Option Right to Buy	\$ 48.88	07/06/2018		D	15,365	(6)(7) 02/11/2023	Common Stock	15,365
Stock Option Right to Buy	\$ 65.8	07/06/2018		D	11,464	(6)(7) 02/10/2024	Common Stock	11,464

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pangrazio Vincent P C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131			SVP, Gen. Counsel & Secretary	

Signatures

/s/ Vincent P.
Pangrazio 07/06/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of November 19, 2017 (the "Merger Agreement" and, the transaction contemplated therein, the "Merger"), by and among Cavium, Inc. (the "Company"), Marvell Technology Group Ltd. ("Marvell"), and Kauai Acquisition Corp., an indirect wholly owned subsidiary of Parent ("Merger Sub"), whereby each share of Company common stock was canceled and automatically converted into \$40.00 in cash, without interest, and 2.1757 shares of Marvell common stock (together, the "Per Share Amount"), with the fractional shares being paid in cash as provided in the Merger Agreement. The market value of the Per Share Amount is \$86.43 per share, based on the trading price of Marvell common stock as of the end of trading on July 5, 2018.

(1) Represents shares of common stock of the Company underlying time-based restricted stock units ("RSUs"), the vesting of which was fully accelerated immediately prior to the effective time of the Merger (the "Effective Time").

Disposed of pursuant to the Merger Agreement, whereby at the Effective Time each outstanding and vested RSU and each outstanding RSU held by non-employee directors, whether vested or unvested, was converted into the right to receive (x) an amount in cash equal to the product of (A) \$40.00 multiplied by (B) the number of shares of Company common stock subject to such RSU and (y) a number of shares of Marvell common stock equal to (1) 2.1757 multiplied by (2) the number of shares of Company common stock subject to such RSU.

(2) Represents shares of common stock of the Company underlying performance-based restricted stock units ("PRsUs"), the vesting of which was fully accelerated immediately prior to the Effective Time.

Disposed of pursuant to the Merger Agreement, whereby at the Effective Time each outstanding and vested PRsU was converted into the right to receive (x) an amount in cash equal to the product of (A) \$40.00 multiplied by (B) the number of shares of Company common stock subject to such PRsU and (y) a number of shares of Marvell common stock equal to (1) 2.1757 multiplied by (2) the number of shares of Company common stock subject to such PRsU.

Pursuant to the Merger Agreement, each outstanding Company stock option, other than Company stock options held by non-employee directors (other than directors who will serve on Marvell's board of directors following the Merger), whether vested or unvested, was assumed and converted into an option to purchase that number of shares of Marvell common stock (rounded down to the nearest whole share) equal the product of (x) the number of shares of Company common stock for which the Company stock option was exercisable multiplied by (y) the sum of (A) 2.1757 and the quotient obtained by dividing (i) \$40.00 by (ii) the volume weighted average trading price of Marvell common stock on Nasdaq for the five (5) consecutive trading days ending on the trading day immediately preceding the closing date of the Merger (the sum, the "Conversion Ratio," (continued in footnote 7)

calculated to equal 4.0339) at an exercise price per share (rounded up to the nearest whole cent) equal to the quotient obtained by dividing (1) the per share exercise price for the Company common stock for which the Company stock option was exercisable divided by (2) the Conversion Ratio (calculated to equal 4.0339).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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