

MARVELL TECHNOLOGY GROUP LTD

Form S-8

April 13, 2004

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As filed with the Securities and Exchange Commission on April 13, 2004.

Registration No. 333-_____

**UNITED STATES
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.)

**Canon s Court
22 Victoria Street
Hamilton HM 12
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 the plans)**

**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, par value \$.002 per share: to be issued under the Marvell Technology Group Ltd. Amended and Restated 1995 Stock Option Plan | 6,587,296 shares | \$46.58 | \$306,836,247.68 | \$38,876.15 |
| Common Stock, par value \$.002 per share: to be issued under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan | 1,967,903 shares | \$46.58 | \$91,664,921.74 | \$11,613.95 |
| Total Registration Fee | N/A | N/A | N/A | \$50,490.10 |

- (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.

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- (2) Estimated pursuant to Rule 457(h)(1) and 457(c) under the Securities Act of 1933 solely for the purpose of calculating the registration fee, 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 7, 2004.
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The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on June 26, 2000 (Registration No. 333-40152), on February 21, 2001 (Registration No. 333-55974), on May 1, 2002 (Registration No. 333-87322), on May 2, 2003 (Registration No. 333-104925) and on August 28, 2003 (Registration No. 333-108334), each of which relates to the Registrant's Amended and Restated 1995 Stock Option Plan, are incorporated herein by reference and made a part hereof, and the contents of the Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on June 26, 2000 (Registration No. 333-40154), on February 28, 2001 (Registration No. 333-56322), on May 1, 2002 (Registration No. 333-87322) and on May 2, 2003 (Registration No. 333-104925), each of which relates to the Registrant's 2000 Employee Stock Purchase Plan, are incorporated herein by reference and made a part hereof.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Registrant (File No. 0-30877) with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- (a) Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2004.
- (b) The description of Registrant's Capital Stock contained in Registrant's Registration Statement on Form 8-A, filed June 22, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934 including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits.

| Exhibit Number | Description |
|---------------------------|--|
| 5.1 | Opinion of Appleby Spurling Hunter. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Accountants. |
| 23.2 | Consent of Appleby Spurling Hunter (included in Exhibit 5.1 hereto). |
| 24.1 | Power of Attorney (contained on signature page hereto). |

| | | |
|---|--|----------------|
| <hr/> <i>/s/ George Hervey</i> George Hervey | Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer) | April 13, 2004 |
| <hr/> <i>/s/ Weili Dai</i> Weili Dai | Executive Vice President, Secretary and Director | April 13, 2004 |
| <hr/> <i>/s/ Pantas Sutardja</i> Dr. Pantas Sutardja | Vice President and Director | April 13, 2004 |

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| Signature | Title | Date |
|--------------------|--------------|----------------|
| /s/ Herbert Chang | Director | April 13, 2004 |
| Herbert Chang | | |
| /s/ John M. Cioffi | Director | April 13, 2004 |
| Dr. John M. Cioffi | | |
| /s/ Paul R. Gray | Director | April 13, 2004 |
| Dr. Paul R. Gray | | |
| /s/ Ron Verdoorn | Director | April 13, 2004 |
| Ron Verdoorn | | |
| /s/ Manuel Alba | Director | April 13, 2004 |
| Manuel Alba | | |

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