

Ali Syed  
Form 4  
February 01, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ali Syed

(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)

01/31/2018

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)

Pres., CEO, Chairman of board

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 Indirect Beneficial Ownership (Instr. 4)
Common stock	01/31/2018		A <sup>(1)</sup>	15,395 A <u>(1)</u>	1,879,054	D	
Common stock	01/31/2018		A <sup>(2)</sup>	19,047 A <u>(2)</u>	1,898,101	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ali Syed C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131	X Pres., CEO, Chairman of board

## Signatures

/s/ Arthur D. Chadwick with Power of Attorney  
 \*\*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).

On February 16, 2015, pursuant to Cavium's 2007 Equity Incentive Plan, Cavium's Compensation Committee granted a four-year market-based RSU to the reporting person based on achievement of certain milestones. As determined by Cavium's Compensation Committee, the milestones were met on January 31, 2018 at a level that caused 15,395 shares to be earned, and the reporting person received 11,547 of the shares of Cavium's common stock at no cost on January 31, 2018. The remaining 3,848 shares of Cavium's common stock will be delivered at no cost to the reporting person on January 31, 2019.

On February 10, 2017, pursuant to Cavium's 2016 Equity Incentive Plan, Cavium's Compensation Committee granted a one-year performance based RSU to the reporting person based on achievement of a certain milestone. The performance based RSU earned upon achievement of the certain milestone will vest and the underlying common stock of Cavium will be issued to the reporting person equally on January 31, 2018 and January 31, 2019. As determined by Cavium's Compensation Committee, the performance criteria was met at a level that caused 19,047 shares to be earned, and the reporting person received 9,523 shares of Cavium's common stock at no cost on January 31, 2018. The remaining 9,524 shares of Cavium's common stock will vest and delivered to the reporting person at no cost on January 31, 2019.

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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