HUANG JEN HSUN Form SC 13G/A February 14, 2006

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

OMB APPROVAL

OMB Number: 3235-0145 Expires: January 31, 2006 Estimated average burden h o u r s p e r response......11

HIDDEN NOTE: PRINT DUPLEX OR COPY BACK TO BACK ON TWO PAGES

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 6)*

NVIDIA Corporation
(Name of Issuer)
Common Stock
(Title of Class of Securities)
(
67066G104
(CUSIP Number)
December 31, 2005
(Date of Event Which Requires Filing of This Statement)

The SEC fee for this form has been eliminated.

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- " Rule 13d-1(b)
- " Rule 13d-1(c)
- ý Rule 13d-1(d)

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPOR		
	I.R.S. IDENTIFICA	1110N NO(S). (OF ABOVE PERSON(S) (ENTITIES ONLY)
	Jen-Hsun Huang		
2	CHECK THE APPI	ROPRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)
	(a)		
	(b)		
3	CITIZENSHIP OR	PLACE OF OR	GANIZATION
ſ	CITIZENSIIII OK	I LACL OF OR	OANIZATION
	USA		
	NUMBER OF	5	SOLE VOTING POWER
	SHARES		2,941,500(1)
		6	SHARED VOTING POWER
	BENEFICIALLY		8,558,335
	OWNED BY	7	SOLE DISPOSITIVE POWER
	EACH		2 241 522(1)
	LACH	8	2,941,500(1) SHARED DISPOSITIVE POWER
	REPORTING	O	SITURED DISTOSTITVE TO WER
	PERSON		8,558,335
	1 ERS OT V		
	WITH		
9	AGGREGATE AM	OUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	11 400 925(1)		
10	11,499,835(1) CHECK BOX IF T	THE AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
	Instructions)		
11	PERCENT OF CLA	ASS REPRESEN	ITED BY AMOUNT IN ROW 9
	6.6%		
12	TYPE OF REPORT	TING PERSON	(See Instructions)
	TNI		
	IN		

⁽¹⁾ Includes 2,876,748 shares issuable pursuant to options exercisable within 60 days of December 31, 2005.

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		OF ABOVE PERSON(S) (ENTITIES ONLY)
Lori Huang		
CHECK THE APP	ROPRIATE BOX	X IF A MEMBER OF A GROUP (See Instructions)
(a)		
(b)		
(0)		
CITIZENSHIP OR	PLACE OF ORG	GANIZATION
USA		
NUMBER OF	5	SOLE VOTING POWER
GYY 1 B E G		
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
BEIVER TOTALE I		8,558,335
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	8	SHARED DISPOSITIVE POWER
KEI OKTIVO		0 550 225
PERSON		8,558,335
WITH		
ACCDECATE AM	 	CIALLY OWNED BY EACH DEDORTING DEDON
AGGREGATE AIV	IOONI BENEIT	CIALLI OWNED DI LACII KLI OKTINO I EKSON
8,558,335		
CHECK BOX IF	THE AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions)		
PERCENT OF CLA	ASS REPRESEN	TED BY AMOUNT IN ROW 9
5.007		
	FING DEDSON (Saa Instructions)
TITE OF REFORE	I IIOO I EKSON (See monucuons)
IN		
	I.R.S. IDENTIFICAL Lori Huang CHECK THE APP (a) (b) CITIZENSHIP OR USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AM 8,558,335 CHECK BOX IF 7 Instructions) PERCENT OF CLA 5.0% TYPE OF REPORT	CHECK THE APPROPRIATE BOY (a) (b) CITIZENSHIP OR PLACE OF ORG USA NUMBER OF SHARES 6 BENEFICIALLY OWNED BY FACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFI 8,558,335 CHECK BOX IF THE AGGREGA Instructions) PERCENT OF CLASS REPRESEN 5.0% TYPE OF REPORTING PERSON (

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1		ATION NO(S). (OF ABOVE PERSON(S) (ENTITIES ONLY) s Co-Trustees of the Jen-Hsun and Lori Huang Living Trust u/a/d May 1,
2		ROPRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)
	(a)		
	(b)		
3			
4	CITIZENSHIP OR	PLACE OF OR	GANIZATION
	California		
	NUMBER OF	5	SOLE VOTING POWER
	SHARES		-0-
	BENEFICIALLY	6	SHARED VOTING POWER
			8,558,335
	OWNED BY	7	SOLE DISPOSITIVE POWER
	EACH		-0-
	REPORTING	8	SHARED DISPOSITIVE POWER
	PERSON		8,558,335
	WITH:		
9	AGGREGATE AM	OUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	8,558,335		
10	CHECK BOX IF T Instructions)	THE AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
11	PERCENT OF CLA	ASS REPRESEN	TED BY AMOUNT IN ROW 9
	5.0%		
12	TYPE OF REPORT	TING PERSON	(See Instructions)
	00		

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1	NAME OF REPOR I.R.S. IDENTIFICA		OF ABOVE PERSON(S) (ENTITIES ONLY)
	J. and L. Huang Inv	restments, L.P. (Huang Investments")
2	CHECK THE APP	ROPRIATE BOX	X IF A MEMBER OF A GROUP (See Instructions)
	(-)		
	(a)		
	(b)		
3			
4	CITIZENSHIP OR	PLACE OF OR	GANIZATION
	California NUMBER OF	5	SOLE VOTING POWER
	NUMBER OF	3	SOLE VOTING FOWER
	SHARES		-0-
		6	SHARED VOTING POWER
	BENEFICIALLY		000 110
	OWNED BY	7	802,413
	O WINED DI	/	SOLE DISPOSITIVE POWER
	EACH		-0-
	DEDODENIC	8	SHARED DISPOSITIVE POWER
	REPORTING		
	PERSON		802,413
	WITH:		
9	AGGREGATE AM	OUNT RENEED	L CIALLY OWNED BY EACH REPORTING PERSON
	AGGREGATE AM	IOUNI BENEIT	CIALLI OWNED DI LACII KLI OKTINO I EKSON
	802,413		
10		THE AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
	Instructions)		
11	PERCENT OF CLA	ASS REPRESEN	TED BY AMOUNT IN ROW 9
	0.5%		
12	TYPE OF REPORT	ΓING PERSON (See Instructions)
	PN		

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Item 1.

(a) Name of Issuer

NVIDIA Corporation

(b) Address of Issuer's Principal Executive Offices

2701 San Tomas Expressway

Santa Clara, CA 95050

Item 2.

(c) Name of Person Filing:

Jen-Hsun Huang

Lori Huang

Jen-Hsun Huang and Lori Huang, as Co-Trustees of The Jen-Hsun and Lori Huang Living Trust u/a/d May 1, 1995 ("Trust")

J. and L. Huang Investments, L.P. ("Huang Investments")

(d) Address of Principal Business Office or, if none, Residence

2701 San Tomas Expressway

Santa Clara, CA 95050

(e) Citizenship

Jen-Hsun Huang USA

Lori Huang USA

Trust California

Huang Investments California

(f) Title of Class of Securities: Common Stock, \$.001 par value

(g) CUSIP Number: 67066G104
ItemIf this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person 3. filing is a:
Not Applicable
Item 4. Ownership
Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.
(h) Amount Beneficially Owned:
Jen-Hsun Huang 11,499,835*
Lori Huang 8,558,335**
Trust 8,558,335**
Huang Investments 802,413***
(i) Percent of Class:
Jen-Hsun Huang 6.6%
Lori Huang 5.0%
Trust 5.0%
Huang Investments 0.5%

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(j) Number of shares as to which such person has: " Sole power to vote or to direct the vote: Jen-Hsun Huang 2,941,500* Lori Huang 0 Trust 0** Huang Investments 0*** " Shared power to vote or to direct the vote: Jen-Hsun Huang 8,558,335** Lori Huang 8,558,335** Trust 8,558,335** Huang Investments 802,413*** " Sole power to dispose or to direct the disposition of: Jen-Hsun Huang 2,941,500* Lori Huang 0 Trust 0** Huang Investments 0*** " Shared power to dispose or to direct the disposition of:

Jen-Hsun Huang 8,558,335**

Lori Huang 8,558,335**

Trust 8,558,335**

Huang Investments 802,413***

***By virtue of their status as co-trustees of the Trust that is a general partner of Huang Investments, each of Jen-Hsun and Lori Huang may be deemed to have shared beneficial ownership of the 802,413 shares held by Huang Investments and to have shared power to vote or to direct the vote or to dispose of or direct the disposition of such securities.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on By 7. the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

^{*} Includes 2,876,748 shares issuable pursuant to options exercisable within 60 days of December 31, 2005.

^{**}By virtue of their status as co-trustees of the Trust, each of Jen-Hsun Huang and Lori Huang may be deemed to have shared beneficial ownership of the 7,755,922 shares held by the Trust and the 802,413 shares held by Huang Investments, which the Trust is a general partner of, and to have shared power to vote or to direct the vote or to dispose of or direct the disposition of such securities.

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Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006

Date

/s/JEN-HSUN

HUANG

Jen-Hsun Huang

/s/LORI HUANG

Lori

Huang

Jen-Hsun Huang and Lori Huang, as Co-Trustees of The Jen-Hsun and Lori Huang Living Trust u/a/d May 1, 1995

/s/JEN-HSUN HUANG Jen-Hsun Huang, Trustee

/s/LORI HUANG

Lori Huang,

Trustee

J. and L. Huang Investments, L.P.

By: Jen-Hsun Huang and Lori Huang, as Co-Trustees of The Jen-Hsun and Lori Huang Living Trust u/a/d May 1, 1995, its General Partner

/s/JEN-HSUN HUANG Jen-Hsun Huang, Trustee

/s/LORI HUANG

Lori Huang,

Trustee