

NVIDIA CORP
Form DEFA14A
June 05, 2007

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

NVIDIA CORPORATION

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or

the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
 2. Form, Schedule or Registration Statement No.:
 3. Filing Party:
 4. Date Filed:
-

[The following letter will be mailed to certain NVIDIA stockholders beginning on June 5, 2007.]

2701 San Tomas Expressway
Santa Clara, CA 95050

URGENT REMINDER - YOUR VOTE IS VERY IMPORTANT

June 5, 2007

Dear Stockholder:

You have previously received proxy materials in connection with the annual meeting of stockholders of **NVIDIA Corporation** to be held on Thursday, June 21, 2007 and according to our latest records, your PROXY for this meeting **HAS NOT BEEN RECEIVED**.

Regardless of the number of shares you own, it is important they be represented at the meeting. Your vote matters to us and we need your support. Even if you plan to attend the annual meeting, please vote your shares now so that your vote can be counted without delay.

The proposals to be voted on at the annual meeting consist of 1: Election of Directors, 2: Approval of the 2007 Equity Incentive Plan, and 3: Ratification of our Independent Public Accounting Firm. Our Board of Directors unanimously recommends a vote **FOR** all proposals.

Please follow the instructions on the enclosed proxy card to cast your ballot. Remember, ***your broker cannot vote your shares until you instruct him or her to do so.***

We urge you to please vote using one of the following methods:

- § **VOTE BY TOUCHTONE PHONE:** You may cast your vote by dialing toll-free 1-866-540-5760 using a touch-tone phone and following the recorded instructions. Using your control number located on your proxy card, cast your ballot.
- § **VOTE THROUGH THE INTERNET:** You may cast your vote by logging into the Internet address located on the enclosed proxy card at **www.proxyvote.com** and following the instructions on the website.
- § **VOTE BY MAIL:** You may cast your vote by mail by signing, dating and mailing the enclosed proxy card in the postage-prepaid return envelope provided.

YOUR PARTICIPATION IS IMPORTANT - PLEASE VOTE TODAY!

If you have any questions relating to our annual meeting or voting your shares, you may call The Altman Group toll-free at **1-800-232-0316** between the hours of 9:00 a.m. and 10:00 p.m. Monday through Friday Eastern Time. You may also contact this number to request additional proxy materials.

Thank you in advance for your support.

IF YOU HAVE RECENTLY MAILED YOUR PROXY,
PLEASE ACCEPT OUR THANKS AND DISREGARD THIS REQUEST.