

NVIDIA CORP
Form DEFA14A
May 15, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)

SCHEDULE 14A INFORMATION

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)

(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) Aggregate number 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:
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In November 2013, the Board of Directors (the “Board”) of NVIDIA Corporation (the “Company”) approved an amendment to the Company’s Amended and Restated Bylaws (the “Bylaws”), effective immediately. The Bylaws were amended to add a provision that the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or its stockholders, (iii) any action asserting a claim against the Company or any director or officer or other employee of the Company arising pursuant to any provision of the Delaware General Corporation Law, the certificate of incorporation or the Bylaws of the Company or (iv) any action asserting a claim against the Company or any director or officer or other employee of the Company governed by the internal affairs doctrine.

Commencing May 15, 2014, the Company intends to communicate the below reasons it amended its Bylaws to certain stockholders, in order to allow the Company’s stockholders to consider such reasons in determining to re-elect the members of the Board:

• The Company has been subject to stockholder suits in the past;

• While in some cases these suits have been brought in Delaware, where the Company is incorporated, suits have also occurred elsewhere;

• The Company’s experience in other jurisdictions has been that cases can take years to be heard, and are often heard by judges with little or no relevant experience;

• Cases brought in multiple jurisdictions can result in inconsistent judicial actions and result in a huge volume of duplicative actions as plaintiff firms jockey for position, benefiting no one;

• The Company strongly supports the ability of stockholders to enforce their legal rights;

• The change to the Bylaws is limited in scope and in no way limits or prevents stockholders from enforcing these rights;

• What the Bylaw amendment does is ensure that when stockholders bring claims under Delaware laws, those claims are heard in Delaware courts;

The Company believes that its stockholders and the Company are best served by having those matters resolved in the Delaware courts because they have significant expertise and experience in complex corporate and securities issues, a bench that is equally experienced and expert in these areas, and a demonstrated ability to resolve matters rapidly, which benefits all parties;

• As a result the Company believes that Delaware provides the fairest venue for such cases to be tried; and

The Company believes that this Bylaw amendment providing for litigation to be brought in Delaware reflects a trend of such actions by leading companies, with over 300 companies to date adopting such provisions in their certificate of incorporation or bylaws since 2010, when Delaware first recognized the ability of companies to adopt such provisions.