

NVIDIA CORP
Form 4
March 20, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHANNON DAVID M

(Last) (First) (Middle)

**C/O NVIDIA
CORPORATION, 2701 SAN
TOMAS EXPRESSWAY**

(Street)

SANTA CLARA, CA 95050

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NVIDIA CORP [NVDA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, CAO & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/2015		A		11,250 ⁽¹⁾	A	\$ 0 ⁽²⁾	256,410	D	
Common Stock	03/18/2015		A		100,000 ⁽³⁾	A	\$ 0 ⁽²⁾	356,410	D	
Common Stock	03/18/2015		A		8,000 ⁽⁴⁾	A	\$ 0 ⁽²⁾	366,376 ⁽⁵⁾	D	
Common Stock	03/18/2015		F		22,700 ⁽⁶⁾	D	\$ 22.87	343,676	D	
Common Stock	03/18/2015		M ⁽⁷⁾		5,000	A	\$ 15.94	348,676	D	

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Common Stock	03/18/2015	S ⁽⁷⁾	5,000	D	\$ 23.063 (8)	343,676	D
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Common Stock						110,800	I	Shannon Revocable Trust ⁽⁹⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.94	03/18/2015		M ⁽⁷⁾	5,000	⁽¹⁰⁾ 09/15/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
SHANNON DAVID M C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	Director 10% Owner Officer Other EVP, CAO & Secretary

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for David M.
Shannon

03/20/2015

 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).
- (1) The restricted stock unit shall vest as to 25% of the shares on March 16, 2016 and 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
- (2) The shares represent restricted stock units that were received as an award, for no consideration.
- Represents the maximum number of shares that will be earned, if at all, based on the achievement of a pre-established performance goal during the Issuer's fiscal year ending January 31, 2016. Each restricted stock unit represents a contingent right to receive one share of
- (3) Issuer's common stock. The maximum number represents 200% of the target payout of 50,000 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 16, 2016 and as to 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
- Represents the maximum number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from January 26, 2015 through January 28, 2018. Each restricted stock unit represents a contingent right to receive one share of Issuer's common
- (4) stock. The maximum number represents 200% of the target payout of 4,000 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 21, 2018, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (5) Includes 1,966 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 27, 2015 and 44,475 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (6) Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
- (7) This transaction was pursuant to a 10b5-1 Plan.
- Represents weighted average sales price. The shares were sold at prices ranging from \$22.70 to \$23.36. The Reporting Person will
- (8) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (9) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.
- (10) Fully vested.

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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