

VMWARE, INC.
Form 4
September 09, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN MICHAEL W

(Last) (First) (Middle)

3401 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
VMWARE, INC. [VMW]

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2016

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)

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)
			Code	V	Amount	(D)	Price

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
required to respond unless the form
displays a currently valid OMB control
number.**

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Edgar Filing: VMWARE, INC. - Form 4

	Derivative Security	Contract Description	Contract Code	Contract Type		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(D)				
Dell Technologies Class V common stock	<u>(1)</u> <u>(2)</u>	09/07/2016	J	13,308		<u>(1)(2)</u>	<u>(1)(2)</u>	see footnote 2	<u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN MICHAEL W 3401 HILLVIEW AVENUE PALO ALTO, CA 94304	X			

Signatures

Larry Wainblat,
attorney-in-fact

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).

Received in connection with the acquisition by Dell Technologies Inc. ("DT") of EMC Corporation ("EMC") by merger (the "Merger"), in exchange for 119,402 shares of EMC common stock. The reporting person acquired the right to receive \$24.05 in cash and 0.11146

- (1) shares of DT Class V common stock (the "Class V stock") per share of EMC common stock at the effective time of the Merger. On the effective date of the Merger, the closing price of the Class V stock was \$48.00 per share. The Class V stock has no exercise date or expiration date.

As of June 30, 2016, EMC held 80.6% of the outstanding common stock of VMware, Inc. ("VMW") and 97.4% of the combined voting power of VMW's outstanding common stock. Effective at the effective time of the Merger, DT became the indirect owner of all of such

- (2) shares, and VMW became an indirectly-held, majority-owned subsidiary of DT. The Class V stock is intended to track and reflect the economic performance of the Class V Group of DT, which will initially have attributed to it approximately 65% of the economic value of EMC's economic interest in VMware, which was acquired by DT in the Merger. Accordingly, the Class V stock may be considered a derivative security relating to VMW Class A common stock or an equity security relating to VMW. The filing of this Form 4 shall not be deemed an admission that the Class V stock is a derivative security relating to VMW Class A common stock or an equity security relating to VMW for purposes of Section 16 of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.