

NVIDIA CORP
Form 4
March 18, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Puri Ajay K

(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)
03/16/2016

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)
EVP, Worldwide Field Ops

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 or Price		
Common Stock	03/16/2016		A		20,000 (1) \$ 0 (2)	A	498,566 D
Common Stock	03/16/2016		A		115,000 (3) \$ 0 (2)	A	613,566 D
Common Stock	03/16/2016		A		12,000 (4) \$ 0 (2)	A	626,725 (5) D
Common Stock	03/16/2016		F		32,974 (6) \$ 33.1	D	593,751 D
Common Stock	03/17/2016		M		38,592 \$ 10.56	A	632,343 D

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Common Stock	03/17/2016	M	56,250	A	\$ 14.46	688,593	D
Common Stock	03/17/2016	S	94,842	D	\$ 32.9014 <u>(7)</u>	593,751	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	\$ 10.56	03/17/2016		M	38,592	<u>(8)</u> 09/14/2020	Common Stock	38,592
Stock Option (Right to Buy)	\$ 14.46	03/17/2016		M	56,250	<u>(8)</u> 03/20/2022	Common Stock	56,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			EVP, Worldwide Field Ops	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Ajay
K. Puri

03/18/2016

__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 15, 2017 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 stretch operating plan 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 29, 2017. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The stretch operating plan number represents 200% of the target compensation plan payout of 57,500 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 15, 2017 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.
- (3) Represents the stretch operating plan number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from February 1, 2016 through January 27, 2019. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The stretch operating plan number represents 200% of the target compensation plan payout of 6,000 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 20, 2019, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (4) Includes 1,159 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 29, 2016 and 71,650 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (5) 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.
- (6) Represents weighted average sales price. The shares were sold at prices ranging from \$32.80 to \$32.995. The Reporting Person will 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.
- (7) Fully vested.
- (8)

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.