

NVIDIA CORP
Form 4
March 10, 2017

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 *
HUANG JEN HSUN

(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)
03/08/2017

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)
President and CEO

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 | 03/08/2017 | | A | | 101,250 ⁽¹⁾ \$ 0 ⁽²⁾ | 1,811,456 | D |
| Common Stock | 03/08/2017 | | A | | 50,250 ⁽³⁾ \$ 0 ⁽²⁾ | 1,861,706 | D |
| Common Stock | 03/09/2017 | | M ⁽⁴⁾ | | 41,670 \$ 18.1 | 1,903,376 | D |
| Common Stock | 03/09/2017 | | S ⁽⁴⁾ | | 26,599 \$ 98.01 ⁽⁵⁾ | 1,876,777 | D |
| | 03/09/2017 | | S ⁽⁴⁾ | | 15,071 | 1,861,706 | D |

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| | | | | | |
|--------------|--|---------------------------|---|--|---|
| Common Stock | | \$ 98.82 <u>(6)</u> | | | |
| Common Stock | | 15,945,917 | I | | By Trust ⁽⁷⁾ |
| Common Stock | | 1,237,239 | I | | By Partnership ⁽⁸⁾ |
| Common Stock | | 557,000 | I | | By Irrevocable Trust ⁽⁹⁾ |
| Common Stock | | 769,705 | I | | The Jen-Hsun Huang 2016 Annuity Trust I Agreement |
| Common Stock | | 769,705 | I | | The Lori Lynn Huang 2016 Annuity Trust II Agreement |
| Common Stock | | 769,705 | I | | The Lori Lynn Huang 2016 Annuity Trust I Agreement |
| Common Stock | | 769,705 | I | | The Jen-Hsun Huang 2016 Annuity Trust II Agreement |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------|--|----------------------|------------------|---|------------------|------------------|------------------|-----------------|--------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 18.1 | 03/09/2017 | M ⁽⁴⁾ | | 41,670 | | ⁽¹⁰⁾ | 03/16/2017 | Common | 41,670 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050 | X | | President and CEO | |

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang
03/10/2017

**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) 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 28, 2018. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The stretch operating plan number represents 150% of the target compensation plan payout of 67,500 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 21, 2018 and as to 6.25% of the shares every three 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.
 - (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 January 30, 2017 through January 26, 2020. 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 33,500 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 18, 2020, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
 - (4) This transaction was pursuant to a 10b5-1 Plan.
 - (5) Represents weighted average sales price. The shares were sold at prices ranging from \$97.50 to \$98.49. 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.

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- Represents weighted average sales price. The shares were sold at prices ranging from \$98.50 to \$99.36. The Reporting Person will
- (6) 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) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
 - (8) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
 - (9) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a 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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