

Puri Ajay K
Form 4
June 22, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

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

(Last) (First) (Middle)
C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2018

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SANTA CLARA, CA 95051

(City) (State) (Zip)

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)
Common Stock	06/20/2018		F	(A) or (D) V Amount Price 1,806 \$ (1) 262.31	289,186 (2)	D	
Common Stock	06/21/2018		M	2,875 A \$ 12.62	292,061	D	
Common Stock	06/21/2018		M	3,982 A \$ 16	296,043	D	
Common					109,356	I	By Trust

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)	\$ 12.62	06/21/2018		M	2,875	⁽³⁾ 03/19/2023	Common Stock	2,875
Stock Option (Right to Buy)	\$ 16	06/21/2018		M	3,982	⁽⁴⁾ 09/17/2023	Common Stock	3,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051			EVP, Worldwide Field Ops	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Ajay K. Puri
 **Signature of Reporting Person
 Date: 06/22/2018

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)

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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.

- (2) Includes 3,641 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (3) Fully vested.
- (4) 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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