Edgar Filing: VMWARE, INC. - Form 4

VANUADE INC

| Form 4 February 10 | | | | | | | | | | | | |
|--|---|---|---------------------------------------|---------------------------|--|-------------------------|----------------------|--|--|---|--|--|
| FOR | ЛД | | | | | | | | OMB AP | PROVAL | | |
| | UNITED | STATES S | | | AND EXC 1, D.C. 2054 | | GE COM | MISSION | OMB Number: | 3235-0287 | | |
| Check if no lo subject Section Form 4 | to SIAIE 16. | | | | | | | | Expires: Estimated av burden hours response | • | | |
| Form 5 obligat may co <i>See</i> Ins 1(b). | ions Section 17 | arsuant to Sec (a) of the Pu 30(h) of | ıblic U | Jtility Ho | | pany A | Act of 193 | | · | | | |
| (Print or Type | e Responses) | | | | | | | | | | | |
| DELL MICHAEL S Symbo | | | | Icer | | | | Relationship of Reporting Person(s) to uer | | | | |
| (Last) | (First) | | | | | | | (Check | all applicable) | | | |
| (Mor | | | · · · · · · · · · · · · · · · · · · · | | | | | C_ DirectorX_ 10% Owner C_ Officer (give title Other (specify below) Chairman of the Board | | | | |
| | | | | iled(Month/Day/Year) Appl | | | | | ndividual or Joint/Group Filing(Check licable Line) Form filed by One Reporting Person | | | |
| ROUND F | ROCK, TX 78682 | | | | | | | Form filed by Mo | | | | |
| (City) | (State) | (Zip) | Tał | ble I - Non- | Derivative Se | ecuriti | es Acquired | , Disposed of, | or Beneficially | Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Da any (Month/Day/Y | | Code (Instr. 8) | 4. Securities And Disposed of ((Instr. 3, 4 and | D) d 5) (A) or | ed (A) or Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and 4 | Ownership Form: Direct (D) or Indirect (I)) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Class A Common Stock | 02/08/2017 | | | Code V S | Amount 1,461,514 | (D) D | \$ 80.1712 (1) | 36,788,652 | I | See Footnotes (2) (3) | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Securi (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|---|--|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| DELL MICHAEL S ONE DELL WAY ROUND ROCK, TX 78682 | Х | Х | Chairman of the Board | | | | | |
| Signatures | | | | | | | | |
| /s/ Janet B. Wright, Attorney-in-Fact | 02/10/2017 | | | | | | | |
| **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).
- The price per share paid for the Class A Common Stock sold in the reported transaction was calculated in the manner reported in the (1) Form 4 filed by the Reporting Person on December 20, 2016.

The 1,461,514 shares of Class A Common Stock sold in the reported transaction, which is expected to close on February 15, 2017, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Following the reported transaction, EMC is the record holder of 35,139,359 shares of the 36,788,652 shares of Class A Common Stock reported in Column 5 of Table I, and EMC Equity Assets LLC is the record holder of the remainder of the shares of Class A Common Stock reported in Column 5

- (2) of Table I. EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. (the "Company") through its directly held wholly-owned subsidiary Denali Intermediate Inc. The reporting person may be deemed to beneficially own securities held by EMC and EMC Equity Assets LLC by reason of his ownership of securities representing a majority of the voting power represented by all voting securities of the Company. [footnote cont'd]
- [continuation] The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by EMC and EMC (3)Equity Assets LLC except to the extent of his pecuniary interest therein.

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.