

NVIDIA CORP  
Form 4  
December 14, 2016

**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 \*  
HUANG JEN HSUN

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)  
President and CEO

(Last) (First) (Middle)  
C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2016

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 95050

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/12/2016		M <sup>(1)</sup>		41,666	A	\$ 18.1
							1,751,872
Common Stock	12/12/2016		S <sup>(1)</sup>		41,666	D	\$ 88.558
							1,710,206
Common Stock							16,097,585
						I	By Trust <sup>(3)</sup>
Common Stock							1,237,239
						I	By Partnership <sup>(4)</sup>

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Common Stock		557,000	I	By Irrevocable Trust <sup>(5)</sup>
Common Stock		769,705	I	The Jen-Hsun Huang 2016 Annuity Trust I Agreement
Common Stock		769,705	I	The Jen-Hsun 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 Lori Lynn 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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee  
 Stock  
 Option \$ 18.1 12/12/2016 M<sup>(1)</sup> 41,666 (6) 03/16/2017 Common 41,666  
 (Right to  
 Buy)

## 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 12/14/2016

\_\_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) This transaction was pursuant to a 10b5-1 Plan.  
 Represents weighted average sales price. The shares were sold at prices ranging from \$87.72 to \$89.87. The Reporting Person will
- (2) 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.
- (3) 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.
- (4) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (5) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
- (6) 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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