

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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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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/08/2017		A		101,250 <sup>(1)</sup>	A	\$ 0 <sup>(2)</sup> 1,811,456 D
Common Stock	03/08/2017		A		50,250 <sup>(3)</sup>	A	\$ 0 <sup>(2)</sup> 1,861,706 D
Common Stock	03/09/2017		M <sup>(4)</sup>		41,670	A	\$ 18.1 1,903,376 D
Common Stock	03/09/2017		S <sup>(4)</sup>		26,599	D	\$ 98.01 <sup>(5)</sup> 1,876,777 D
	03/09/2017		S <sup>(4)</sup>		15,071	D	1,861,706 D

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Common Stock		\$ 98.82 <u>(6)</u>			
Common Stock		15,945,917	I		By Trust <sup>(7)</sup>
Common Stock		1,237,239	I		By Partnership <sup>(8)</sup>
Common Stock		557,000	I		By Irrevocable Trust <sup>(9)</sup>
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 <sup>(4)</sup>		41,670		<sup>(10)</sup>	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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