

NVIDIA CORP
Form 5
March 15, 2017

FORM 5

**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). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/29/2017

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)
EVP, Worldwide Field Ops

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	03/14/2016	^	M4	5,524 A \$ 18.1	533,945	D	^
Common Stock	11/22/2016	^	M4	3,694 A \$ 14.465	537,639	D	^
Common Stock	11/22/2016	^	M4	2,995 A \$ 17.53	540,634	D	^
Common	11/22/2016	^	M4	3,338 A \$ 13.71	543,972	D	^

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Stock

Common Stock	11/22/2016	Â	M4	3,750	A	\$ 14.46	547,722	D	Â
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Common Stock	11/22/2016	Â	M4	5,938	A	\$ 10.56	553,660	D	Â
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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.1	03/14/2016	Â	M4	Â 5,524		Â (1)	03/16/2016	Common Stock	5,524
Stock Option (Right to Buy)	\$ 14.465	11/22/2016	Â	M4	Â 3,694		Â (1)	09/20/2021	Common Stock	3,694
Stock Option (Right to Buy)	\$ 17.53	11/22/2016	Â	M4	Â 2,995		Â (1)	03/15/2021	Common Stock	2,995
Stock Option (Right to Buy)	\$ 13.71	11/22/2016	Â	M4	Â 3,338		Â (1)	09/18/2022	Common Stock	3,338
Stock Option (Right to Buy)	\$ 14.46	11/22/2016	Â	M4	Â 3,750		Â (1)	03/20/2022	Common Stock	3,750
Stock Option (Right to Buy)	\$ 10.56	11/22/2016	Â	M4	Â 5,938		Â (1)	09/14/2020	Common Stock	5,938

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	^	^	^ EVP, Worldwide Field Ops	^

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Ajay K. Puri	03/15/2017
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.