

NVIDIA CORP
Form 8-K
February 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 7, 2012

NVIDIA CORPORATION
(Exact name of registrant as specified in its charter)

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| Delaware (State or other jurisdiction of incorporation) | 0-23985 (Commission File Number) | 94-3177549 (IRS Employer Identification No.) |
|---|--|--|

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|--|---------------------|
| 2701 San Tomas Expressway, Santa Clara, CA (Address of principal executive offices) | 95050 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (408) 486-2000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.02. Termination of a Material Definitive Agreement.

In connection with an agreement by and between NVIDIA Corporation and Rambus Inc. executed on February 7, 2012 covering the use of Rambus patented innovations in our products and the settlement of all outstanding claims between the Company and Rambus, the parties terminated that certain memory controller patent license agreement between the parties, dated August 12, 2010, filed on December 7, 2010 with the Securities and Exchange Commission as Exhibit 10.32 to our Quarterly Report on Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NVIDIA Corporation

Date: February 8, 2012

By: /s/ David M. Shannon
David M. Shannon
Executive Vice President, General Counsel and
Secretary