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NVIDIA CO Form 4												
March 20, 2	ЛЛ					~~~			OMB AP	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								MMISSION	OMB Number:	3235-0287		
Check t	aar			U U					Expires:	January 31,		
if no lor subject Section Form 4 Form 5		NT OF CHANGES IN BENEFICIAL OWNE SECURITIES nt to Section 16(a) of the Securities Exchange A						Estimated av burden hours response				
obligation may con <i>See</i> Inst 1(b).	ons Section 17	(a) of the Pu	ublic U	Jtility Ho		npany	Act of 19	935 or Section				
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> Kress Colette			2. Issuer Name and Ticker or Trading Symbol NVIDIA CORP [NVDA]					5. Relationship of Reporting Person(s) to Issuer				
(Last)					ate of Earliest Transaction				(Check all applicable)			
	IA ATION, 2701 SAI XPRESSWAY	((Month/))3/18/2	Day/Year) 2015				Director X Officer (give t clow) EVP & Chie		Owner (specify ficer		
SANTA C	(Street)	Η		endment, I onth/Day/Ye	Date Original ar)		A	Individual or Join pplicable Line) K_ Form filed by On _ Form filed by Mo	ne Reporting Per	son		
	LARA, CA 95050						Pe	erson				
(City)	(State)	(Zip)					-	ed, Disposed of,	or Beneficially	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		TransactionDisposed of Code (Instr. 3, 4 a		f (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	03/18/2015			А	22,500 (1)	А	\$ 0 <u>(2)</u>	426,672	D			
Common	03/18/2015			А	138,000 (3)	А	\$ 0 <u>(2)</u>	564,672	D			
Common	03/18/2015			А	15,000 (4)	A	\$ 0 <u>(2)</u>	579,672 <u>(5)</u>	D			
Common	03/18/2015			F	31,563 (6)	D	\$ 22.87	548,109	D			

S<u>(7)</u>

7,500 D \$

23.2017

Common 03/18/2015

D

540,609

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(8)

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
Kress Colette C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			EVP & Chief Financial Officer			
Signatures						
/s/ Rebecca Peters, Attorney-in-Fact for Colette Kress			03/20/2015			
** Signature of Reporting Person			Date			
Explanation of Respor	ises:	:				

- * 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) The restricted stock unit shall vest as to 25% of the shares on March 16, 2016 and 12.5% of the shares every six 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 maximum 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 31, 2016. Each restricted stock unit represents a contingent right to receive one share of

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Issuer's common stock. The maximum number represents 200% of the target payout of 69,000 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 16, 2016 and as to 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.

Represents the maximum number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from January 26, 2015 through January 28, 2018. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

- (4) The maximum number represents 200% of the target payout of 7,500 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 21, 2018, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (5) Includes 72,750 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (6) Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
- (7) This transaction was pursuant to a 10b5-1 Plan.

Represents weighted average sales price. The shares were sold at prices ranging from \$22.8359 to \$23.36. The Reporting Person will

(8) 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.

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.