### Edgar Filing: NVIDIA CORP - Form 4

NVIDIA C Form 4 March 18, 2									
FOR		STATES SECU	IDITIES		TTANT	CE C	OMMISSION		APPROVAL
	UNITED			AND EACI n, D.C. 2054		GE U	01/11/1155101	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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							Expires:January 3Expires:200Estimated averageburden hours perresponse0.		
(Print or Type	e Responses)								
	Address of Reporting EN HSUN	Symbo	ol	nd Ticker or Ti P [NVDA]	rading		5. Relationship of Issuer		
		Middle) 3. Date (Month 03/16		Transaction			X Director X Officer (give below)		% Owner ther (specify
SANTA C	(Street) LARA, CA 95050	Filed(N	mendment, I ⁄Ionth/Day/Yo	Date Original ear)			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M Person	One Reporting	Person
(City)	(State)	(Zip) Ta	able I - Non	-Derivative Se	curiti		iired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transacti Code	4. Securities A onor Disposed o (Instr. 3, 4 an	Acquir of (D)	-	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 Beneficial Ownership (Instr. 4)
Common Stock	03/16/2016		A	285,000 ( <u>1)</u>	A A	$\begin{array}{c} 1 \text{ free} \\ \$ 0 \\ \underline{(2)} \end{array}$	1,729,650	D	
Common Stock	03/16/2016		А	142,500 (3)	A	\$ 0 (2)	1,872,150 (4)	D	
Common Stock	03/16/2016		F	94,871 <u>(5)</u>	D	\$ 33.1	1,777,279	D	
Common Stock	03/16/2016		G	3,078,820	D	\$0	16,143,700	Ι	By Trust (6)
Common Stock	03/16/2016		G	769,705	А	\$0	769,705	Ι	The Lori Lynn

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								Huang 2016 Annuity Trust I Agreement
Common Stock	03/16/2016	G	769,705	А	\$ 0	769,705	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement
Common Stock	03/16/2016	G	769,705	А	\$ 0	769,705	I	The Jen-Hsun Huang 2016 Annuity Trust I Agreement
Common Stock	03/16/2016	G	769,705	A	\$ 0	769,705	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement
Common Stock						1,237,239	I	By Partnership
Common Stock						557,000	Ι	By Irrevocable Trust (8)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

				Amount
Code V (A)	Exercisable	Expiration Date	Title	or Number of Shares

# **Reporting Owners**

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<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	Х		President and CEO				
Signatures							
/s/ Rebecca Peters, Attorney-in-Fact fo Huang	un	03/18/2016					
<b>**</b> 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).

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 29, 2017. 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 (1) of 190,000 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 15, 2017 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.
- (2) The shares represent restricted stock units that were received as an award, for no consideration.

Represents the stretch operating plan number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from February 1, 2016 through January 27, 2019. Each restricted stock unit represents a contingent right to receive one share of Issuer's

- (3) common stock. The stretch operating plan number represents 150% of the target compensation plan payout of 95,000 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 20, 2019, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (4) Includes 181,812 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the (5)vesting of restricted stock units previously reported on a Form 4.
- 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 (6) (the "Trust"), of which the Reporting Person is a trustee.
- (7) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (8) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.

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.