NVIDIA CORP Form 4

September 23, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HUANG JEN HSUN**

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

President and CEO

Symbol

(Last)

(Middle)

NVIDIA CORP [NVDA] 3. Date of Earliest Transaction

X Director

below)

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

C/O NVIDIA CORPORATION, 2701 SAN

TOMAS EXPRESSWAY

(Street)

4. If Amendment, Date Original

Applicable Line)

X_ Officer (give title

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

09/21/2016

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95050

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secur	ities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	on(A) or Dis (Instr. 3, 4	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	curities Ownership eneficially Form: wned Direct (D) fllowing or Indirect eported (I) ansaction(s) (Instr. 4)	
Common Stock	09/21/2016		Code V	Amount 73,346 (1)	(D)	Price \$ 64.86	1,710,206 (2)	D	
Common Stock							16,097,585	I	By Trust (3)
Common Stock							1,237,239	I	By Partnership (4)
Common Stock							557,000	I	By Irrevocable Trust (5)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	-				((A) or						
]	Disposed						
					(of (D)						
					((Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
							Exercisable	Date	ate	Number		
				G 1		(A) (B)				of		
				Code	V ((A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
HUANG JEN HSUN								
C/O NVIDIA CORPORATION	X		President and CEO					
2701 SAN TOMAS EXPRESSWAY	Λ							
SANTA CLARA, CA 95050								

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun
Huang
09/23/2016

**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 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.
- (2) Includes 140,561 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (3) 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.
- (4) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.

Reporting Owners 2

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(5) 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.