HUANG JEN HSUN Form SC 13G/A February 14, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB
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OMB APPROVAL

# **SCHEDULE 13G**

#### Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

NVIDIA Corporation (Name of Issuer)

Common Stock

(Title of Class of Securities)

67066G104 (CUSIP Number)

December 31, 2004 (Date of Event Which Requires Filing of This Statement)

#### The SEC fee for this form has been eliminated.

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

" Rule 13d-1(b)

" Rule 13d-1(c)

ý Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 67066G104	13G	Page 2 of 9 Pages

1	NAME OF REPOR I.R.S. IDENTIFICA		I OF ABOVE PERSON(S) (ENTITIES ONLY)		
Jen-Hsun Huang					
2	CHECK THE APP	ROPRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)		
	(a)				
	(b)				
3	SEC USE ONLY				
4	CITIZENSHIP OR	PLACE OF OR	GANIZATION		
	USA	1_			
	NUMBER OF	5	SOLE VOTING POWER		
	SHARES		3,229,000(1)		
	Similes	6	SHARED VOTING POWER		
	BENEFICIALLY	-			
			9,058,322		
	OWNED BY	7	SOLE DISPOSITIVE POWER		
	EACH		3,229,000(1)		
	REPORTING	8	SHARED DISPOSITIVE POWER		
	PERSON		9,058,322		
	WITH				
9	AGGREGATE AM	OUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
	12 287 322(1)				
10	12,287,322(1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See				
	Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	7.2%				
12	TYPE OF REPORT	ING PERSON	(See Instructions)		
	IN				
(1) In		iccuchla purcue	ant to options exercisable within 60 days of December 31, 2004.		

(1) Includes 3,229,000 shares issuable pursuant to options exercisable within 60 days of December 31, 2004.

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)						
	Lori Huang						
2	CHECK THE APP	ROPRIATE BO	DX IF A MEMBER OF A GROUP (See Instructions)				
	(a)						
	(b)	(b)					
3	SEC USE ONLY						
4	CITIZENSHIP OR	PLACE OF OI	RGANIZATION				
	USA						
	NUMBER OF	5	SOLE VOTING POWER				
	SHARES		-0-				
		6	SHARED VOTING POWER				
	BENEFICIALLY		0.050.000				
	OWNED BY	7	9,058,322 SOLE DISPOSITIVE POWER				
		,					
	EACH		-0-				
	REPORTING	8	SHARED DISPOSITIVE POWER				
	PERSON		9,058,322				
	PERSON						
	WITH						
9	AGGREGATE AM	IOUNT BENEI	FICIALLY OWNED BY EACH REPORTING PERSON				
	9,058,322						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See						
	Instructions)						
11	PERCENT OF CLA	ASS REPRESE	NTED BY AMOUNT IN ROW 9				
	5.4%						
12	TYPE OF REPORT	FING PERSON	I (See Instructions)				
	IN						
L	μ. 1						

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I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)         Jen-Hsun Huang and Lori Huang, as Co-Trustees of the Jen-Hsun and Lori Huang Living Trust u/a/d May 1         1995 ("Trust")         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) <ul> <li>(a)</li> <li>(b)</li> <li>3</li> <li>SEC USE ONLY</li> <li>CITIZENSHIP OR PLACE OF ORGANIZATION</li> <li>California</li> <li>NUMBER OF</li> <li>SOLE VOTING POWER</li> <li>SHARES</li> <li>0-</li> </ul> <li>6</li> <li>SHARES</li> <li>0-</li> <li>6</li> <li>SHARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>9.058,322</li> <li>OWNED BY</li> <li>PERSON</li> <li>WITH:</li> <li>9</li> <li>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</li> <li>9,058,322</li> <li>10</li> <li>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Se-Instructions)</li> <li>11</li> <li>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li>	1	NAME OF REPOR	TING PERSON	1			
Jen-Hsun Huang and Lori Huang, as Co-Trustees of the Jen-Hsun and Lori Huang Living Trust u/a/d May 1         1995 ("Trust")         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) <ul> <li>(a)</li> <li>(b)</li> <li>3</li> <li>SEC USE ONLY</li> <li>4</li> <li>CITIZENSHIP OR PLACE OF ORGANIZATION</li></ul>							
1995 ("Trust")         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) <ul> <li>(a)</li> <li>(b)</li> <li>3</li> <li>SEC USE ONLY</li> <li>4</li> <li>CTTIZENSHIP OR PLACE OF ORGANIZATION             <ul> <li>California</li> <li>NUMBER OF</li> <li>SOLE VOTING POWER</li> <li>SHARES</li> <li>-0-</li> <li>6</li> <li>SHARED VOTING POWER</li> <li>BENEFICIALLY</li> <li>OWNED BY</li> <li>EACH</li> <li>-0-</li> <li>8</li> <li>SHARED DISPOSITIVE POWER</li> <li>-0-</li> <li>9</li> <li>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</li> <li>-0.058,322</li> </ul> </li> <li>9</li> <li>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</li> <li>-0.058,322</li> <li>10</li> <li>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</li> </ul> <li>11</li> <li>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li>							
(a)       (b)         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         California							
b)         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         California       California         NUMBER OF       5         SHARES       -0-         6       SHARED VOTING POWER         BENEFICIALLY       6         OWNED BY       7         EACH       -0-         REPORTING       8         PERSON       9,058,322         WITH:       9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9.058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	2	CHECK THE APP	ROPRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)			
b)         3 SEC USE ONLY         4 CITIZENSHIP OR PLACE OF ORGANIZATION         California         NUMBER OF         SOLE VOTING POWER         SHARES         0-         6 SOLE VOTING POWER         BENEFICIALLY         9 OWNED BY         FRSON         WITH:       PERSON         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9.058,322       OWNED BY FILL         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         11							
3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         California       California         NUMBER OF       5         SHARES       -0-         6       SHARED VOTING POWER         BENEFICIALLY       9.058,322         OWNED BY       7         EACH       -0-         REPORTING       8         SHARED DISPOSITIVE POWER         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9.058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Se- Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		(a)					
3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         California       California         NUMBER OF       5         SHARES       -0-         6       SHARED VOTING POWER         BENEFICIALLY       9.058,322         OWNED BY       7         EACH       -0-         REPORTING       8         SHARED DISPOSITIVE POWER         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9.058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Se-Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
4       CITIZENSHIP OR PLACE OF ORGANIZATION         California       NUMBER OF       5         NUMBER OF       5       SOLE VOTING POWER         SHARES       -0-       6         BENEFICIALLY       9,058,322       0         OWNED BY       7       SOLE DISPOSITIVE POWER         EACH       -0-       0-         REPORTING       9,058,322       9,058,322         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       -0-         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Sec         Instructions)          11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
California         NUMBER OF       5       SOLE VOTING POWER         SHARES       0-         BENEFICIALLY       6       SHARED VOTING POWER         BENEFICIALLY       9,058,322       000000000000000000000000000000000000							
NUMBER OF       5       SOLE VOTING POWER         SHARES       -0-         BENEFICIALLY       9,058,322         OWNED BY       7         SOLE DISPOSITIVE POWER         EACH       -0-         REPORTING       8         SHARED DISPOSITIVE POWER         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Seconstructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	4	CITIZENSHIP OR	PLACE OF OR	GANIZATION			
NUMBER OF       5       SOLE VOTING POWER         SHARES       -0-         BENEFICIALLY       9,058,322         OWNED BY       7         SOLE DISPOSITIVE POWER         EACH       -0-         REPORTING       8         SHARED DISPOSITIVE POWER         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Seconstructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		California					
SHARES       -0-         BENEFICIALLY       9,058,322         OWNED BY       7         SOLE DISPOSITIVE POWER         EACH       -0-         REPORTING       8         PERSON       9,058,322         WITH:       9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				SOLE VOTING DOWED			
BENEFICIALLY       6       SHARED VOTING POWER         OWNED BY       9,058,322         OWNED BY       7         SOLE DISPOSITIVE POWER         EACH       -0-         REPORTING       8         PERSON       9,058,322         WITH:       9,058,322         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Seconstructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		NUMBER OF	2	SOLE VOTING POWER			
BENEFICIALLY       6       SHARED VOTING POWER         OWNED BY       9,058,322         OWNED BY       7         SOLE DISPOSITIVE POWER         EACH       -0-         REPORTING       8         PERSON       9,058,322         WITH:       9,058,322         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Seconstructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		SHARES		-0-			
BENEFICIALLY       9,058,322         OWNED BY       7         SOLE DISPOSITIVE POWER         EACH       -0-         REPORTING       8         PERSON       9,058,322         WITH:       9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9.058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		omites	6				
OWNED BY     7     SOLE DISPOSITIVE POWER       EACH     -0-       REPORTING     8       PERSON     9,058,322       WITH:     9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       9,058,322       10     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)       11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		BENEFICIALLY	Ŭ				
EACH REPORTING PERSON WITH: 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,058,322 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				9,058,322			
REPORTING       8       SHARED DISPOSITIVE POWER         9       PERSON       9,058,322         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		OWNED BY	7	SOLE DISPOSITIVE POWER			
REPORTING       8       SHARED DISPOSITIVE POWER         9       PERSON       9,058,322         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
REPORTING       9,058,322         PERSON       9,058,322         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		EACH		-0-			
PERSON       9,058,322         WITH:       9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		DEDODTING	8	SHARED DISPOSITIVE POWER			
PERSON WITH: 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,058,322 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Sec Instructions) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		KLFOKTINO					
WITH:       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322       9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		PERSON		9,058,322			
<ul> <li>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9,058,322</li> <li>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)</li> <li>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li> </ul>							
9,058,322         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Second		WITH:					
<ul> <li>9,058,322</li> <li>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)</li> <li>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li> </ul>							
<ul> <li>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Instructions)</li> <li>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</li> </ul>	9	AGGREGATE AM	OUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON			
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (Second Second Se							
Instructions) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10		THE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See			
	11						
	11	PERCENT OF CLA	ASS REPRESE	NTED BY AMOUNT IN ROW 9			
5 1%		5.4%					
12 TYPE OF REPORTING PERSON (See Instructions)	12		TING PERSON	(See Instructions)			
00		00					

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(a) (b)		
J. and L. Huang Investments, L.P. ("Huang Investments") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY		
<ul> <li>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)         <ul> <li>(a)</li> <li>(b)</li> </ul> </li> <li>SEC USE ONLY</li> </ul>		
(a) (b) 3 SEC USE ONLY		
(b) 3 SEC USE ONLY		
(b) 3 SEC USE ONLY		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		
California		
NUMBER OF   5   SOLE VOTING POWER		
SHARES -0-		
6 SHARED VOTING POWER		
BENEFICIALLY		
0WNED BY   1,002,400     7   SOLE DISPOSITIVE POWER		
SOLE DISPOSITIVE POWER		
EACH -0-		
8 SHARED DISPOSITIVE POWER		
1,002,400		
PERSON		
WITH:		
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	N	
1,002,400		
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAL	IN SHARES (See	
Instructions)		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
0.6%		
12         TYPE OF REPORTING PERSON (See Instructions)		
PN		

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#### Item 1. (a) Name of Issuer

**NVIDIA** Corporation

(b) Address of Issuer's Principal Executive Offices

2701 San Tomas Expressway Santa Clara, CA 95050

#### Item 2.

(c) Name of Person Filing:

Jen-Hsun Huang

Lori Huang

Jen-Hsun Huang and Lori Huang, as Co-Trustees of The Jen-Hsun and Lori Huang Living Trust u/a/d May 1, 1995 ("Trust")

J. and L. Huang Investments, L.P. ("Huang Investments")

(d) Address of Principal Business Office or, if none, Residence 2701 San Tomas Expressway Santa Clara, CA 95050

#### (e) Citizenship

Jen-Hsun Huang USA Lori Huang USA Trust California Huang Investments California

(f) Title of Class of Securities: Common Stock, \$.001 par value

(g) CUSIP Number: 67066G104

# Item 3.If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

#### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

Jen-Hsun Huang 12,287,322\* Lori Huang 9,058,322\*\* Trust 9,058,322\*\*

Huang Investments 1,002,400\*\*\* (b) Percent of Class: Jen-Hsun Huang 7.2% Lori Huang 5.4% Trust 5.4% Huang Investments 0.6% (c) Number of shares as to which such person has: (i) Sole power to vote or to direct the vote: Jen-Hsun Huang 3,229,000\* Lori Huang 0 0\*\* Trust 0\*\*\* Huang Investments (ii) Shared power to vote or to direct the vote: Jen-Hsun Huang 9,058,322\*\* Lori Huang 9,058,322\*\* 9,058,322\*\* Trust Huang Investments 1,002,400\*\*\* (iii) Sole power to dispose or to direct the disposition of: 3,229,000\* Jen-Hsun Huang Lori Huang 0 0\*\* Trust 0\*\*\* Huang Investments (iv) Shared power to dispose or to direct the disposition of: Jen-Hsun Huang 9,058,322\*\* Lori Huang 9,058,322\*\* Trust 9,058,322\*\* Huang Investments 1,002,400\*\*\*

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\* Includes 3,229,000 shares issuable pursuant to options exercisable within 60 days of December 31, 2004.

\*\*By virtue of their status as co-trustees of the Trust, each of Jen-Hsun Huang and Lori Huang may be deemed to have shared beneficial ownership of the 8,055,922 shares held by the Trust and the 1,002,400 shares held by Huang Investments, which the Trust is a general partner of, and to have shared power to vote or to direct the vote or to dispose of or direct the disposition of such securities.

\*\*\*By virtue of their status as co-trustees of the Trust that is a general partner of Huang Investments, each of Jen-Hsun and Lori Huang may be deemed to have shared beneficial ownership of the 1,002,400 shares held by Huang Investment and to have shared power to vote or to direct the vote or to dispose of or direct the disposition of such securities.

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### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

# ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on By 7. the Parent Holding Company or Control Person

Not Applicable

Not Applicable	Item 8. Identification and Classification of Members of the Group
Not Applicable	Item 9. Notice of Dissolution of a Group
Not Applicable	Item 10. Certification

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# SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2005 Date

/s/JEN-HSUN HUANG Jen-Hsun Huang

/ s / L O R I HUANG Lori Huang

Jen-Hsun Huang and Lori Huang, as Co-Trustees of The Jen-Hsun and Lori Huang Living Trust u/a/d May 1, 1995

/s/JEN-HSUN HUANG Jen-Hsun Huang, Trustee

/s/LORI HUANG Lori Huang, Trustee

# J. and L. Huang Investments, L.P.

By: Jen-Hsun Huang and Lori Huang, as Co-Trustees of The Jen-Hsun and Lori Huang Living Trust u/a/d May 1, 1995, its General Partner

/s/JEN-HSUN HUANG Jen-Hsun Huang, Trustee /s/LORI HUANG Lori Huang, Trustee