

NVIDIA CORP  
Form S-8  
April 08, 2005

As filed with the Securities and Exchange Commission on April 7, 2005 Registration No. 333-

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

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**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**NVIDIA Corporation**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**94-3177549**  
(I.R.S. Employer Identification No.)

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**2701 San Tomas Expressway, Santa Clara, CA 95050**  
(Address of principal executive offices and zip code)

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**NVIDIA Corporation**  
**1998 Employee Stock Purchase Plan, as amended**  
(Full title of the plans)

**Marvin D. Burkett**  
**Chief Financial Officer**  
**NVIDIA Corporation**  
**2701 San Tomas Expressway**  
**Santa Clara, CA 95050**  
**Tel: 408-486-2000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:  
Eric C. Jensen, Esq.  
Cooley Godward LLP  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306  
(650) 843-5000

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$.001 per share: to be issued under NVIDIA Corporation 1998 Employee Stock Purchase Plan, as amended	3,551,702 shares	\$23.17	\$82,292,935.34	\$9,685.88

(1) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Act"), this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the NVIDIA Corporation 1998 Employee Stock Purchase Plan, as amended.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Act. The proposed maximum offering price per share and proposed maximum aggregate offering price are based upon the average of the high and low prices of Registrant's common stock as reported on the Nasdaq National Market on April 4, 2005.

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The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Act.

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**EXPLANATORY NOTE**

This Registration Statement is being filed for the purposes of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission (the "Commission") on March 23, 1999 (File No. 333-74905), December 8, 2000 (File No. 333-51520), December 10, 2001 (File No. 333-74868), September 23, 2002 (File No. 333-100010), June 17, 2003 (File 333-106191) and April 9, 2004 (File No. 333-114375), each of which relates to the Registrant's 1998 Employee Stock Purchase Plan, as amended, are incorporated herein by reference and made a part hereof.

**EXHIBITS**

**Exhibit  
Number**

**Description**

- 5.1 Opinion of Cooley Godward LLP.
  - 23.1 Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP.
  - 23.2 Consent of Independent Registered Public Accounting Firm, KPMG LLP.
  - 23.3 Consent of Cooley Godward LLP (included in Exhibit 5.1).
  - 24.1 Power of Attorney (included in the signature page).
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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on April 7, 2005.

**NVIDIA Corporation**

By /s/ JEN-HSUN HUANG  
 Jen-Hsun Huang  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Jen-Hsun Huang and Marvin D. Burkett, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JEN-HSUN HUANG Jen-Hsun Huang	President, Chief Executive Officer and Director (Principal Executive Officer)	April 7, 2005
/s/ MARVIN D. BURKETT Marvin D. Burkett	Chief Financial Officer (Principal Financial and Accounting Officer)	April 7, 2005
Tench Coxe	Director	
Steven Chu	Director	

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/s/ JAMES C. GAITHER  
James C. Gaither

Director

April 7, 2005

/s/ HARVEY C. JONES  
Harvey C. Jones

Director

April 7, 2005

/s/ WILLIAM J. MILLER  
William J. Miller

Director

April 7, 2005

/s/ A. BROOKE SEAWELL  
A. Brooke Seawell

Director

April 7, 2005

/s/ MARK A. STEVENS  
Mark A. Stevens

Director

April 7, 2005

**EXHIBIT INDEX**

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