

NVIDIA CORP  
Form 4  
March 05, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shoquist Debora

(Last) (First) (Middle)

C/O NVIDIA  
CORPORATION, 2701 SAN  
TOMAS EXPRESSWAY

(Street)

SANTA CLARA, CA 95050

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NVIDIA CORP [NVDA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            |           | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/03/2014                           |                                                    | M <sup>(1)</sup>               |                                                                   | 75,000 | A          | \$ 17.66  | 200,647                                                                                       | D                                                        |                                                       |
| Common Stock                    | 03/03/2014                           |                                                    | M <sup>(1)</sup>               |                                                                   | 30,000 | A          | \$ 10     | 230,647                                                                                       | D                                                        |                                                       |
| Common Stock                    | 03/03/2014                           |                                                    | M <sup>(1)</sup>               |                                                                   | 68,950 | A          | \$ 10.2   | 299,597                                                                                       | D                                                        |                                                       |
| Common Stock                    | 03/03/2014                           |                                                    | M <sup>(1)</sup>               |                                                                   | 26,250 | A          | \$ 10.56  | 325,847                                                                                       | D                                                        |                                                       |
| Common Stock                    | 03/03/2014                           |                                                    | M <sup>(1)</sup>               |                                                                   | 20,000 | A          | \$ 14.465 | 345,847                                                                                       | D                                                        |                                                       |

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|              |            |                  |         |   |          |         |   |
|--------------|------------|------------------|---------|---|----------|---------|---|
| Common Stock | 03/03/2014 | M <sup>(1)</sup> | 15,000  | A | \$ 14.46 | 360,847 | D |
| Common Stock | 03/03/2014 | M <sup>(1)</sup> | 10,000  | A | \$ 13.71 | 370,847 | D |
| Common Stock | 03/03/2014 | S <sup>(1)</sup> | 300,634 | D | \$ 18.06 | 70,213  | D |

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

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SEC 1474  
(9-02)

**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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                               |
| Stock Option (Right to Buy)                | \$ 17.66                                               | 03/03/2014                           |                                                    | M <sup>(1)</sup>               | 75,000                                                                                  | <sup>(2)</sup> 03/18/2014                                | Common Stock                                                  | 75,000                        |
| Stock Option (Right to Buy)                | \$ 10                                                  | 03/03/2014                           |                                                    | M <sup>(1)</sup>               | 30,000                                                                                  | <sup>(2)</sup> 09/16/2014                                | Common Stock                                                  | 30,000                        |
| Stock Option (Right to Buy)                | \$ 10.2                                                | 03/03/2014                           |                                                    | M <sup>(1)</sup>               | 68,950                                                                                  | <sup>(2)</sup> 03/17/2015                                | Common Stock                                                  | 68,950                        |
| Stock Option (Right to Buy)                | \$ 10.56                                               | 03/03/2014                           |                                                    | M <sup>(1)</sup>               | 26,250                                                                                  | <sup>(3)</sup> 09/14/2020                                | Common Stock                                                  | 26,250                        |
| Stock Option (Right to Buy)                | \$ 14.465                                              | 03/03/2014                           |                                                    | M <sup>(1)</sup>               | 20,000                                                                                  | <sup>(4)</sup> 09/20/2021                                | Common Stock                                                  | 20,000                        |

|                                      |          |            |                  |        |                |            |                 |        |
|--------------------------------------|----------|------------|------------------|--------|----------------|------------|-----------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 14.46 | 03/03/2014 | M <sup>(1)</sup> | 15,000 | <sup>(5)</sup> | 03/20/2022 | Common<br>Stock | 15,000 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 13.71 | 03/03/2014 | M <sup>(1)</sup> | 10,000 | <sup>(6)</sup> | 09/18/2022 | Common<br>Stock | 10,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                 |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer         | Other |
| Shoquist Debora<br>C/O NVIDIA CORPORATION<br>2701 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95050 |               |           | EVP, Operations |       |

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Debora Shoquist

03/05/2014

\_\_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) This transaction was pursuant to a 10b5-1 Plan.

(2) Fully vested.

(3) The option vested as to 25% of the shares on September 15, 2011 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

(4) The option vested as to 25% of the shares on September 21, 2012 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

(5) The option vested as to 25% of the shares on March 21, 2013 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

(6) The option vested as to 25% of the shares on September 19, 2013 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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