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if no lo subject Section Form 4 Form 5 obligat may co <i>See</i> Ins 1(b).	2017 M 4 UNITED this box onger s to n 16. For for for for for for for for for for f	MENT OF (rsuant to Sec (a) of the Pu	ECURITIES A Washington, CHANGES IN I SECUR etion 16(a) of the blic Utility Hold the Investment	D.C. 2054 BENEFIC ITIES e Securitie ling Comp	49 CIAL es Exc pany A	OWN change Act of	ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated burden ho response.	urs per	
(Print or Type	e Responses)									
							5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY			3. Date of Earliest Transaction (Month/Day/Year) 03/15/2017				(Check all applicable) <u>X</u> Director <u>X</u> Officer (give title 10% Owner below) President and CEO			
SANTA ((Street) CLARA, CA 9505	. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	r cisoli									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4 e, if Transactiono Code (I Year) (Instr. 8) Code V	Amount	Acquire of (D) d 5) (A) or (D) \$	ed (A) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 1,751,179	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock	03/15/2017		H	1)	D 10	02.55	(2)	D		
Common Stock							15,945,917	Ι	By Trust (3)	
Common Stock							1,237,239	Ι	By Partnership	
Common Stock							557,000	Ι	By Irrevocable Trust (5)	

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Common Stock	769,705	I	The Jen-Hsun Huang 2016 Annuity Trust I Agreement				
Common Stock	769,705	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement				
Common Stock	769,705	I	The Lori Lynn Huang 2016 Annuity Trust I Agreement				
Common Stock	769,705	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement				
Reminder: Report on a separate line for each class of securities ben	eficially owned directly or indirectly.						
Persons who respond to the collection of information contained in this form are not 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							

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	Transactio	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)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)		Title		

Date Expiration Exercisable Date

Amount or Number of Shares

Reporting Owners

9

Reporting Owner Name / Address	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	or Jen-Hs	un	03/17/2017				
<u>**</u> 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 shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the (1)vesting of restricted stock units previously reported on a Form 4.
- (2) Includes 211,812 shares issued upon the 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 (3) (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.
- (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.