

Dell Technologies Inc
Form 3
April 19, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Dell Technologies Inc	(Month/Day/Year)	Pivotal Software, Inc. [PVTI]
(Last) (First) (Middle)	04/19/2018	
ONE DELL WAY		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		_____ Director _____ 10% Owner
		_____ Officer _____ Other
ROUND ROCK, TX 78682		(give title below) (specify below)
(City) (State) (Zip)		5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line)
		_____ Form filed by One Reporting Person
		_____X_____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title	Amount or Number of Shares		

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Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	175,514,272	\$ (1)	I	See Footnotes (2) (3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dell Technologies Inc ONE DELL WAY ROUND ROCK,Â TXÂ 78682	Â	Â X	Â	Â
EMC CORP ONE DELL WAY ROUND ROCK,Â TXÂ 78682	Â	Â X	Â	Â

Signatures

Dell Technologies Inc. By: /s/ Janet Bawcom, Senior Vice President & Assistant Secretary	04/18/2018
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__Signature of Reporting Person

Date

EMC Corporation By: /s/ Janet Bawcom, Senior Vice President & Assistant Secretary	04/18/2018
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__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time, at the holder's option, except under limited circumstances specified in the certificate of incorporation of Pivotal Software, Inc., and has no expiration date.

Represents 131,306,110 shares of Class B Common Stock held directly by EMC Corporation ("EMC") and 44,208,162 shares of Class B Common Stock held directly by VMware, Inc. ("VMware"). EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. ("Dell Technologies") through its directly held wholly-owned subsidiary, Denali Intermediate Inc. EMC, through direct ownership and indirectly through the ownership of its directly held wholly-owned subsidiaries, consisting of

- (2) EMC Equity Assets LLC and VMware Holdco LLC, is the beneficial owner of VMware common stock representing a majority of the total voting power represented by all outstanding classes of voting securities of VMware, and, as a result of the foregoing, EMC may be deemed to be the beneficial owner, for purposes of Rule 16a-1(a)(1), of all of the shares of Class B Common Stock beneficially owned by VMware. [Footnote Cont'd]

- [Continuation] As a result of the foregoing, Dell Technologies, Denali Intermediate Inc. and Dell Inc. may be deemed to be the beneficial
- (3) owners of all of the shares of Class B Common Stock beneficially owned by EMC, including all of the shares of Class B Common Stock beneficially owned by VMware.

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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