

HUANG JEN HSUN
Form 4
February 20, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUANG JEN HSUN

(Last) (First) (Middle)

C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/15/2019 | | D | V Amount 18,639 (1) | \$ 0 1,396,190 | D | |
| Common Stock | 12/18/2018 | | G | V 48,000 D | \$ 0 (2) 15,808,382 | I | By Trust (3) |
| Common Stock | 12/18/2018 | | G | V 24,000 D | \$ 0 (2) 15,784,382 | I | By Trust (3) |
| Common Stock | | | | | 557,000 | I | By Irrevocable Trust (4) |
| | | | | | 1,237,239 | I | |

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| | | | | | | | |
|--------------|--|--|--|---------|---|--|---|
| Common Stock | | | | | | | By Partnership (5) |
| Common Stock | | | | 680,650 | I | | The Jen-Hsun Huang 2016 Annuity Trust I Agreement |
| Common Stock | | | | 756,356 | I | | The Jen-Hsun Huang 2016 Annuity Trust II Agreement |
| Common Stock | | | | 756,356 | I | | The Lori Lynn Huang 2016 Annuity Trust II Agreement |
| Common Stock | | | | 680,650 | I | | The Lori Lynn Huang 2016 Annuity Trust I Agreement |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUANG JEN HSUN C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051 | X | | President and CEO | |

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun
Huang

02/20/2019

**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 the forfeiture of performance-based restricted stock granted to the Reporting Person on March 8, 2018 that was eligible to vest upon achievement of a pre-established stretch operating plan performance goal. Upon grant, the stretch operating plan performance goal was reported on a Form 4. On February 15, 2019 the Company determined that that, based on the Company's performance over the applicable performance period, a portion of the grant would be forfeited.
- (1) Represents the forfeiture of performance-based restricted stock granted to the Reporting Person on March 8, 2018 that was eligible to vest upon achievement of a pre-established stretch operating plan performance goal. Upon grant, the stretch operating plan performance goal was reported on a Form 4. On February 15, 2019 the Company determined that that, based on the Company's performance over the applicable performance period, a portion of the grant would be forfeited.
 - (2) Gift without consideration.
 - (3) 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 (the "Trust"), of which the Reporting Person is a trustee.
 - (4) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
 - (5) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.

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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