VMWARE, INC. Form SC 13D/A February 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 11)*

VMware, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

928563402

(CUSIP Number)

Karen M. King, Esq.

Silver Lake

2775 Sand Hill Road, Suite 100

Menlo Park, CA 94025

(650) 233-8120

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Richard Capelouto, Esq.

Simpson Thacher & Bartlett LLP

2475 Hanover Street

Palo Alto, California 94304

(650) 251-5000

January 31, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names	of I	Reporting Persons.
2.			e Partners III, L.P. Appropriate Box if a Member of a Group (See Instructions)
	(a)	((b)
3.	SEC U	Ise C	Only
4.	Source	of I	Funds (See Instructions)
5.	OO Check	if D	isclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizer	nship	or Place of Organization
Num	Delawanber of		Sole Voting Power
sh	ares		
bene	ficially	0	0
own	ed by	8.	Shared Voting Power
e	ach		
repo	orting	9.	330,678,605(1) Sole Dispositive Power
pe	rson		
W	ith:	10.	0 Shared Dispositive Power

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	PN
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See

Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	1. Names of R		Reporting Persons.
2.			e Technology Investors III, L.P. Appropriate Box if a Member of a Group (See Instructions)
	(a)		(b)
3.	SEC U	Jse (Only
4.	Source	e of]	Funds (See Instructions)
5.	OO Check	if D	Pisclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizer	nshij	o or Place of Organization
Num	Delaw		Sole Voting Power
sh	ares		
bene	ficially	8.	0 Shared Voting Power
own	ned by	0.	Shared voting rower
e	ach		
repo	orting	9.	330,678,605(1) Sole Dispositive Power
pe	rson		
w	ith:	10.	0 Shared Dispositive Power

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	PN
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	. Names of Reporting Persons.		
2.		the A	Co-Invest, L.P. Appropriate Box if a Member of a Group (See Instructions)
3.	SEC U		
4.	Source	of F	unds (See Instructions)
5.	OO Check	if Di	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizer	ıship	or Place of Organization
	Delawanter of		Sole Voting Power
bene	ares ficially led by	8.	0 Shared Voting Power
ea	ach		220 (70 (05(1))
repo	orting	9.	330,678,605(1) Sole Dispositive Power
pe	rson		
w	ith:	10	0 Shared Dispositive Power

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	PN
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	Names	of l	Reporting Persons.
2.			i Co-Invest GP, L.L.C. Appropriate Box if a Member of a Group (See Instructions)
	(a)	((b)
3.	SEC U	se C	Only
4.	Source	of l	Funds (See Instructions)
5.	OO Check	if D	isclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizer	nship	o or Place of Organization
Num	Delawanter of		Sole Voting Power
sh	ares		
bene	ficially	8.	0 Shared Vating Dayyon
own	ed by	٥.	Shared Voting Power
e	ach		
repo	orting	9.	330,678,605(1) Sole Dispositive Power
pe	rson		
w	ith:	10.	0 Shared Dispositive Power

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	OO
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See

Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	Names	of F	Reporting Persons.
2.			e Technology Associates III, L.P. Appropriate Box if a Member of a Group (See Instructions)
	(a)	((b)
3.	SEC U	se C	Only
4.	Source	of F	Funds (See Instructions)
5.	OO Check	if D	isclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizer	iship	or Place of Organization
Num	Delawanter of		Sole Voting Power
sh	ares		
bene	ficially	0	0
own	ed by	8.	Shared Voting Power
e	ach		
repo	orting	9.	330,678,605(1) Sole Dispositive Power
pe	rson		
W	ith:	10.	0 Shared Dispositive Power

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	PN
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1. Names of Reporting Persons.		of I	Reporting Persons.
2.		the .	GP), L.L.C. Appropriate Box if a Member of a Group (See Instructions) (b)
3.	SEC U		
4.	Source	of I	Funds (See Instructions)
5.	OO Check	if D	isclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizer	nship	or Place of Organization
	Delawaber of ares		Sole Voting Power
bene	ficially ned by	8.	0 Shared Voting Power
e	ach		220.679.605(1)
repo	orting	9.	330,678,605(1) Sole Dispositive Power
pe	rson		
w	ith:	10.	0 Shared Dispositive Power

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	OO
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See

Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	. Names of Reporting Persons.					
2.	Silver Lake Partners IV, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	((b)			
3.	SEC U	Ise C	Only			
4.	Source	of I	Funds (See Instructions)			
5.	OO Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 20					
6.	6. Citizenship or Place of Organization					
Num	Delawanter of		Sole Voting Power			
sh	ares					
bene	eficially	0	0 Shared Voting Power			
own		8.				
e	ach					
repo	orting	9.	330,678,605(1) Sole Dispositive Power			
pe	rson					
W	ith:	10.	0 Shared Dispositive Power			

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	PN
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	Names of Reporting Persons.					
2.	Silver Lake Technology Investors IV, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	((b)			
3.	SEC U	se C	Only			
4.	Source of Funds (See Instructions)					
5.	OO Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)					
6.	6. Citizenship or Place of Organization					
Num	Delaw		Sole Voting Power			
sh	ares					
bene	ficially	8.	0 Shared Voting Power			
own	ed by	0.				
e	each orting	9.	330,678,605(1) Sole Dispositive Power			
repo						
pe	rson					
W	ith:	10.	0 Shared Dispositive Power			

11.	330,678,605(1) Aggregate Amount Beneficially Owned by Each Reporting Person
12.	330,678,605(1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13.	Percent of Class Represented by Amount in Row (11)
14.	82.0%(1) Type of Reporting Person (See Instructions)
	PN
(1)	Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A

1.	. Names of Reporting Persons.					
2.	Silver Lake Technology Associates IV, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	((b)			
3.	SEC U	Ise C	Only			
4.	Source of Funds (See Instructions)					
5.	OO Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e					
6.	5. Citizenship or Place of Organization					
Num	Delawater of		Sole Voting Power			
sh	ares					
bene	ficially		0 Shared Voting Power			
own	ned by	8.				
e	ach					
repo	orting	9.	330,678,605(1) Sole Dispositive Power			
pe	rson					
W	ith:	10.	0 Shared Dispositive Power			

330,678,605(1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

330,678,605(1)

12.