

VMWARE, INC.  
Form 8-K  
May 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 27, 2009**

**VMWARE, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-33622**  
**(Commission File Number)**

**94-3292913**  
**(IRS Employer**  
  
**Identification Number)**

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**3401 Hillview Avenue, Palo Alto, CA**  
(Address of Principal Executive Offices)

**94304**  
(Zip code)

**Registrant's telephone number, including area code: (650) 427-5000**

**N/A**

**(Former Name or Former Address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 27, 2009, at the annual meeting of stockholders, the stockholders of VMware, Inc. (the Company ) approved an amendment (the Amendment ) to the VMware, Inc. 2007 Equity and Incentive Plan, which increased the number of shares of Class A common stock authorized for issuance under the plan by 20,000,000 shares to a total of 100,000,000 shares. The Board of Directors of the Company approved the Amendment on February 4, 2009, subject to stockholder approval at the annual meeting. Accordingly, the Amendment became effective immediately upon stockholder approval. The Company's named executive officers may participate in the 2007 Equity and Incentive Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 28, 2009

VMWARE, INC.

By: /s/ Rashmi Garde  
Rashmi Garde

Vice President and General Counsel