

HUANG JEN HSUN
Form 4
September 08, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2017

(Street)
SANTA CLARA, CA 95050

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 09/06/2017 | | S | | \$ 110,000 D 166.0833 (1) | D | |
| Common Stock | | | | | 16,072,217 (3) | I | By Trust (4) |
| Common Stock | | | | | 1,237,239 | I | By Partnership (5) |
| Common Stock | | | | | 557,000 | I | By Irrevocable |

| | | | |
|--------------|-------------------------|---|---|
| Common Stock | 714,855 ⁽⁷⁾ | I | Trust ⁽⁶⁾ The Jen-Hsun Huang 2016 Annuity Trust I Agreement |
| Common Stock | 714,855 ⁽⁸⁾ | I | The Lori Lynn Huang 2016 Annuity Trust I Agreement |
| Common Stock | 761,405 ⁽⁹⁾ | I | The Jen-Hsun Huang 2016 Annuity Trust II Agreement |
| Common Stock | 761,405 ⁽¹⁰⁾ | I | The Lori Lynn Huang 2016 Annuity Trust II Agreement |

Reminder: Report on a separate line for each class of securities beneficially 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.

SEC 1474
(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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | |
|------|---------------------|--------------------|-------|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Code | V | (A) | (D) | |

Reporting Owners

| 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 | X | | President and CEO | |

Signatures

| | |
|---|---------------------|
| /s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang | 09/08/2017 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
 - (1) Represents weighted average sales price. The shares were sold at prices ranging from \$166.62 to \$166.75. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (2) Includes 243 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on August 31, 2017.
 - (3) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement, 54,850 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement, 8,300 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement, and 8,300 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust II Agreement were transferred to the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 to satisfy annuity payments.
 - (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 (the "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.
 - (6) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
 - (7) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement were transferred to the Trust to satisfy annuity payments.
 - (8) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement were transferred to the Trust to satisfy annuity payments.
 - (9) On May 12, 2017, 8,300 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement were transferred to the Trust to satisfy annuity payments.
 - (10) On May 12, 2017, 8,300 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust II Agreement were transferred to the Trust to satisfy annuity payments.

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.