

Pivotal Software, Inc.  
Form SC 13G  
February 14, 2019

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
Under the Securities Exchange Act of 1934

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Pivotal Software, Inc.  
(Name of Issuer)  
Class A Common Stock, par value \$0.01 per share  
(Title of Class of Securities)  
72582H107  
(CUSIP Number)  
December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

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CUSIP No. 72582H107

- Names of reporting persons.
1. VMware, Inc.
- Check the appropriate box if a member of a group (see instructions)
2. (a)  (b)

3. SEC use only

4. Citizenship or place of organization

Delaware

5. Sole voting power

0  
Shared voting power

6. Number of shares beneficially owned by each reporting person with:

44,208,162 shares of Class A common stock (1) (2) Sole dispositive power

0 Shared dispositive power

8. 44,208,162 shares of Class A common stock (1) (2)

9. Aggregate amount beneficially owned by each reporting person

44,208,162 shares of  
Class A common stock  
(2)  
Check if the aggregate  
amount in Row (9)  
excludes certain shares  
(see instructions) "

10.  
  
Percent of class  
represented by amount  
in Row (9)

11.  
  
16.8% (3)  
Type of reporting person  
(see instructions)

12.  
  
CO

(1) Represents 44,208,162 shares of Class B common stock of the Issuer ("Class B Common Stock"), all of which are held directly by VMware, Inc. ("VMware") and are immediately convertible into an equal number of shares of Class A common stock of the Issuer ("Class A Common Stock").

(2) Dell Technologies Inc. ("Dell Technologies"), indirectly through its directly and indirectly held wholly owned subsidiaries, is the beneficial owner of all of the outstanding shares of common stock of EMC Corporation ("EMC"). EMC is the beneficial owner (i) of 175,514,272 shares of Class B Common Stock (inclusive of the 44,208,162 shares of Class B Common Stock directly owned by VMware) and (ii) through direct ownership and indirectly through the ownership of its directly held wholly owned subsidiary of common stock representing a majority of the total voting power of the outstanding shares of all outstanding classes of common stock of VMware. As a result, Dell Technologies may be deemed to be the beneficial owner of all of the shares of Class B Common Stock that are beneficially owned by EMC, including all of the shares of Class B Common Stock that are beneficially owned by VMware. Michael S. Dell owns shares representing a majority of the voting power of Dell Technologies and therefore also may be deemed to be the beneficial owner of the shares of Class B Common Stock held of record by each of EMC and VMware. Certain governance arrangements concerning VMware are set forth in VMware's certificate of incorporation and the Amended and Restated Master Transaction Agreement, dated January 9, 2018, between VMware, Dell Technologies Inc. and EMC Corporation.

(3) Based on 262,430,288 shares of common stock (consisting of 86,916,016 outstanding shares of Class A Common Stock and 175,514,272 outstanding shares of Class B Common Stock) issued and outstanding as of November 30, 2018, as reported in the Quarterly Report on Form 10-Q of Pivotal Software, Inc. filed with the Securities and Exchange Commission on December 12, 2018. Assumes the conversion of the Class B Common Stock referred to in footnotes (1) and (2) into shares of Class A Common Stock.

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ITEM 1(a) Name of Issuer:

Pivotal Software, Inc.

ITEM 1(b) Address of Issuer's Principal Executive Offices:

875 Howard Street, Fifth Floor, San Francisco, California 94103

ITEM 2(a) Name of Person Filing:

VMware, Inc.

ITEM 2(b) Address of Principal Business Office or, if None, Residence:

3401 Hillview Avenue, Palo Alto, California 94304

ITEM 2(c) Citizenship:

Delaware

ITEM 2(d) Title of Class of Securities:

Class A common stock, par value \$0.01 per share

ITEM 2(e) CUSIP Number:

72582H107

ITEM 3.

If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) " Broker or dealer registered under Section 15 of the Exchange Act.
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act;
  - (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
  - (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
  - (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
  - (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
  - (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
  - (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. Ownership.

(a) Amount Beneficially Owned:

See the response to Item 9 on the attached Cover Page

(b) Percent of Class:

See the response to Item 11 on the attached Cover Page

(c) Number of shares as to which such persons have:

(i) Sole power to vote or to direct the vote:

See the response to Item 5 on the attached Cover Page

(ii) Shared power to vote or to direct the vote:

See the response to Item 6 on the attached Cover Page

(iii) Sole power to dispose or to direct the disposition of:

See the response to Item 7 on the attached Cover Page

(iv) Shared power to dispose or to direct the disposition of:

See the response to Item 8 on the attached Cover Page

ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

ITEM 8. Identification and Classification of Members of the Group.

Not applicable

ITEM 9. Notice of Dissolution of Group.

Not applicable

ITEM 10. Certification.

Not applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

VMware, Inc.

By: /s/ Craig Norris

Name: Craig Norris

Title: Vice President and Assistant Secretary

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**Item 9. Undertakings.**

The undersigned registrant, Brookfield, hereby undertakes, except as otherwise specifically provided in the rules of the Commission promulgated under the Securities Act of 1933:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by Brookfield pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant, Brookfield, hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of Brookfield's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of Brookfield pursuant to the foregoing provisions, or otherwise, Brookfield has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in such Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Brookfield of expenses incurred or paid by a director, officer or controlling person of Brookfield in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Brookfield will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in such Act and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Brookfield certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, on the 10th day of June, 2015.

**BROOKFIELD ASSET MANAGEMENT INC.**

By: /s/ Brian D. Lawson  
Name: Brian D. Lawson  
Title: Senior Managing Partner and Chief Financial Officer

Each person whose signature appears below constitutes and appoints each of J. Bruce Flatt and Brian D. Lawson his/her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933 this Registration Statement has been signed by the following persons in the following capacities and on June 10, 2015.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ J. Bruce Flatt J. Bruce Flatt	Senior Managing Partner, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Brian D. Lawson Brian D. Lawson	Senior Managing Partner and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Jeffrey M. Blidner Jeffrey M. Blidner	Director
/s/ Angela F. Braly Angela F. Braly	Director
/s/ Jack L. Cockwell Jack L. Cockwell	Director

/s/ Marcel R. Coutu  
Marcel R. Coutu

Director



**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act of 1933, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Brookfield Asset Management Inc. in the United States, on June 10, 2015.

**Torys LLP**

By:

/s/ Mile T. Kurta  
Name: Mile T. Kurta  
Title: Partner

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description of Exhibit</b>
4.1	Articles of Amalgamation of Brascan Corporation, as filed with the Ontario Ministry of Consumer and Business Services as of January 1, 2005, incorporated by reference to Exhibit 99.1 to Brookfield's Form 6-K filed with the Commission on March 30, 2005
4.2	Articles of Amendment to Articles of Amalgamation, dated April 29, 2005, incorporated by reference to Exhibit 99.1 to Brookfield's Form 6-K filed with the Commission on May 3, 2005
4.3	Articles of Amendment to Articles of Amalgamation dated November 10, 2005, incorporated by reference to Exhibit 99.1 to Brookfield's Form 6-K filed with the Commission on November 16, 2005
4.4	Articles of Amendment, incorporated by reference to Exhibit 1 to Brookfield's Form 6-K filed with the Commission on May 3, 2006
4.5	Brookfield Asset Management Inc. Escrowed Stock Plan, as amended
5.1	Opinion of Torys LLP
23.1	Consent of Deloitte LLP
23.2	Consent of Torys LLP (contained in Exhibit 5.1)
24.1	Powers of Attorney (included on signature page)