

NVIDIA CORP  
Form 4  
March 20, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHANNON DAVID M**

(Last) (First) (Middle)

**C/O NVIDIA  
CORPORATION, 2701 SAN  
TOMAS EXPRESSWAY**

(Street)

**SANTA CLARA, CA 95050**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/18/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, CAO & Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 03/18/2015                              |                                                             | A                                    |                                                                         | 11,250<br>(1)                                                                                                      | \$ 0 (2)                                                                | 256,410 D                                                         |
| Common<br>Stock                       | 03/18/2015                              |                                                             | A                                    |                                                                         | 100,000<br>(3)                                                                                                     | \$ 0 (2)                                                                | 356,410 D                                                         |
| Common<br>Stock                       | 03/18/2015                              |                                                             | A                                    |                                                                         | 8,000 (4)                                                                                                          | \$ 0 (2)                                                                | 366,376 (5) D                                                     |
| Common<br>Stock                       | 03/18/2015                              |                                                             | F                                    |                                                                         | 22,700<br>(6)                                                                                                      | \$ 22.87                                                                | 343,676 D                                                         |
| Common<br>Stock                       | 03/18/2015                              |                                                             | M(7)                                 |                                                                         | 5,000                                                                                                              | \$ 15.94                                                                | 348,676 D                                                         |

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|                 |            |                  |       |   |                     |         |   |
|-----------------|------------|------------------|-------|---|---------------------|---------|---|
| Common<br>Stock | 03/18/2015 | S <sup>(7)</sup> | 5,000 | D | \$<br>23.063<br>(8) | 343,676 | D |
|-----------------|------------|------------------|-------|---|---------------------|---------|---|

|                 |  |  |  |  |  |         |   |                                              |
|-----------------|--|--|--|--|--|---------|---|----------------------------------------------|
| Common<br>Stock |  |  |  |  |  | 110,800 | I | Shannon<br>Revocable<br>Trust <sup>(9)</sup> |
|-----------------|--|--|--|--|--|---------|---|----------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.94                                                           | 03/18/2015                              |                                                             | M <sup>(7)</sup>                     | 5,000                                                                                                           | <sup>(10)</sup> 09/15/2015                                     | Common<br>Stock                                                     | 5,000                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships                                            |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| SHANNON DAVID M<br>C/O NVIDIA CORPORATION<br>2701 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95050 | Director 10% Owner Officer Other<br>EVP, CAO & Secretary |

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for David M.  
Shannon

03/20/2015

          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).
- (1) The restricted stock unit shall vest as to 25% of the shares on March 16, 2016 and 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
- (2) The shares represent restricted stock units that were received as an award, for no consideration.  
Represents the maximum number of shares that will be earned, if at all, based on the achievement of a pre-established performance goal during the Issuer's fiscal year ending January 31, 2016. Each restricted stock unit represents a contingent right to receive one share of
- (3) Issuer's common stock. The maximum number represents 200% of the target payout of 50,000 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 16, 2016 and as to 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.  
Represents the maximum number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from January 26, 2015 through January 28, 2018. Each restricted stock unit represents a contingent right to receive one share of Issuer's common
- (4) stock. The maximum number represents 200% of the target payout of 4,000 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 21, 2018, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (5) Includes 1,966 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 27, 2015 and 44,475 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (6) Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
- (7) This transaction was pursuant to a 10b5-1 Plan.  
Represents weighted average sales price. The shares were sold at prices ranging from \$22.70 to \$23.36. The Reporting Person will
- (8) 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.
- (9) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.
- (10) Fully vested.

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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