

NVIDIA CORP
Form 5
March 15, 2017

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Puri Ajay K

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/29/2017

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, Worldwide Field Ops

6. Individual or Joint/Group Reporting

(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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2016	Â	M4	5,524 A	\$ 18.1 533,945	D	Â
Common Stock	11/22/2016	Â	M4	3,694 A	\$ 14.465 537,639	D	Â
Common Stock	11/22/2016	Â	M4	2,995 A	\$ 17.53 540,634	D	Â
Common	11/22/2016	Â	M4	3,338 A	\$ 13.71 543,972	D	Â

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Stock

Common Stock	11/22/2016	Â	M4	3,750	A	\$ 14.46	547,722	D	Â
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Common Stock	11/22/2016	Â	M4	5,938	A	\$ 10.56	553,660	D	Â
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 18.1	03/14/2016	Â	M4	Â 5,524	Â <u>(1)</u> 03/16/2016	Common Stock	5,524
Stock Option (Right to Buy)	\$ 14.465	11/22/2016	Â	M4	Â 3,694	Â <u>(1)</u> 09/20/2021	Common Stock	3,694
Stock Option (Right to Buy)	\$ 17.53	11/22/2016	Â	M4	Â 2,995	Â <u>(1)</u> 03/15/2021	Common Stock	2,995
Stock Option (Right to Buy)	\$ 13.71	11/22/2016	Â	M4	Â 3,338	Â <u>(1)</u> 09/18/2022	Common Stock	3,338
Stock Option (Right to Buy)	\$ 14.46	11/22/2016	Â	M4	Â 3,750	Â <u>(1)</u> 03/20/2022	Common Stock	3,750
Stock Option (Right to Buy)	\$ 10.56	11/22/2016	Â	M4	Â 5,938	Â <u>(1)</u> 09/14/2020	Common Stock	5,938

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	^	^	^ EVP, Worldwide Field Ops	^

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Ajay K. Puri	03/15/2017
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**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) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.