

VMWARE, INC.
Form SC 13D/A
June 30, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

VMware, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

928563402

(CUSIP Number)

Ulrika Carlsson

Managing Director

Cisco Systems International B.V.

Haarlerbergpark

Haarlerbergweg 13-19

Kelly A. Kramer

**Executive Vice President and Chief Financial
Officer**

Cisco Systems, Inc.

170 West Tasman Drive

San Jose, CA 95134

1101 CH Amsterdam

(408) 526-4000

The Netherlands

31 (0)20 357 1000

Copies to:

Daniel J. Winnike, Esq.

**Fenwick & West LLP
801 California Street
Mountain View, CA 94041
(650) 988-8500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 24, 2013 (Voluntary Filing)

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP No. 928563402

Page 1 of 9 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International B.V. (*CSIBV*)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None

8 SHARED VOTING POWER

OWNED BY

EACH

5,325,000 (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

11 5,325,000 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,325,000 (1)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.30%*
TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV is a direct wholly owned subsidiary of Cisco Systems Netherlands Holdings B.V. and an indirect wholly owned subsidiary of each other Reporting Person.

* Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

SCHEDULE 13D

CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Cisco Systems Netherlands Holdings B.V. (*CSNHBV*)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None
8 SHARED VOTING POWER

OWNED BY

EACH
5,325,000 (1)
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

11 5,325,000 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,325,000 (1)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.30%*
TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSNHBV disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- * Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

SCHEDULE 13D

CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International S.a.r.l. (**CSIS**)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None

8 SHARED VOTING POWER

OWNED BY

EACH

5,325,000 (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

11 5,325,000 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,325,000 (1)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.30%*
TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIS disclaims beneficial ownership of the shares pursuant to 13d-4.

* Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

SCHEDULE 13D

CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Global Holdings Ltd. (*CSGHL*)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None

8 SHARED VOTING POWER

OWNED BY

EACH

5,325,000 (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

11 5,325,000 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,325,000 (1)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.30%*
TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSGHL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- * Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

SCHEDULE 13D

CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Worldwide Holdings Ltd. (*CWHL*)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None

8 SHARED VOTING POWER

OWNED BY

EACH

5,325,000 (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

11 5,325,000 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,325,000 (1)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.30%*
TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CWHL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- * Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

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CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Cisco Technology, Inc. (*CTI*), I.R.S. Identification No. 77-0462351
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None
8 SHARED VOTING POWER

OWNED BY

EACH

5,325,000 (1)
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

11 5,325,000 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,325,000 (1)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.30%*
TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CTI disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- * Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

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CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems, Inc. (*Cisco*), I.R.S. Identification No. 77-0059951

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY None

8 SHARED VOTING POWER

OWNED BY

EACH

5,325,000 (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH None
10 SHARED DISPOSITIVE POWER

5,325,000 (1)
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,325,000 (1)
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.30%*
14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. Cisco disclaims beneficial ownership of the shares pursuant to Rule 13d-4.
- * Based on 123,862,844 shares of Class A Common Stock issued and outstanding on April 28, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2015.

SCHEDULE 13D

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Introduction

This Amendment No. 2 to Schedule 13D (the *Amendment No. 2*) is a voluntary filing on behalf of the entities (the *Reporting Persons*) identified in the statement on Schedule 13D (the *Original Statement*) filed by the Reporting Persons on October 16, 2007 with respect to the shares of Class A Common Stock, par value \$0.01 per share (the *Common Stock*), of VMware, Inc., a Delaware corporation (the *Issuer*). The principal executive offices of the Issuer are located at 3401 Hillview Avenue, Palo Alto, CA 94304. This Amendment No. 2 amends and supplements the Original Statement, as amended by Amendment No. 1 to the Original Statement, which was filed by the Reporting Persons on November 29, 2007. In addition to the Items specifically amended and supplemented hereby, each other Item of the Original Statement to which the information set forth below is relevant is also amended and supplemented hereby. Except as set forth herein, to the knowledge of the Reporting Persons, there has been no material change in the information set forth in the Original Statement, as amended. Capitalized terms used without definition in this Amendment No. 2 shall have the meanings set forth in the Schedule 13D originally filed.

Item 5.

(a) (b)

The information set forth under this Item is hereby amended by adding the following to the end thereof:

From January 2015 through June 2015, the Reporting Persons sold on the open market a total of 1,175,000 shares of Common Stock, an amount equal to less than one percent of the outstanding shares of Common Stock. As of the date of the filing of this Amendment No. 2, after giving effect to such sales, the Reporting Persons beneficially own 5,325,000 shares of Common Stock and have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of 5,325,000 shares of Common Stock.

From November 2007 through October 2013, the Issuer gradually increased the number of shares of its outstanding Common Stock during such period and, as a result, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the shares of Common Stock as of October 24, 2013, based upon (i) the Reporting Persons having held 6,500,000 shares of Common Stock as of October 24, 2013, and (ii) the Issuer having had 130,366,009 shares of Common Stock outstanding as of October 24, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2013.

(c)

None of the persons identified in Item 2 of this Schedule 13D has engaged in any transaction in shares of Common Stock, or securities convertible for shares of Common Stock, during the period commencing sixty (60) days prior to June 30, 2015.

SCHEDULE 13D

CUSIP No. 928563402

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Item 7. Materials to be Filed as Exhibits.

Exhibit	Title
A	Joint Filing Agreement dated June 30, 2015 by and among the Reporting Persons
B	Power of Attorney Executed by Cisco Systems International B.V. dated October 31, 2013.
C	Power of Attorney Executed by Cisco Systems Netherlands Holdings B.V. dated April 8, 2014.
D	Power of Attorney Executed by Cisco Systems International SARL dated April 10, 2014.
E	Power of Attorney Executed by Cisco Systems Global Holdings Ltd. dated April 10, 2014.
F	Power of Attorney Executed by Cisco Worldwide Holdings Ltd. dated April 10, 2014.

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: June 30, 2015

CISCO SYSTEMS INTERNATIONAL B.V.

By: /s/ Evan Sloves
Name: Evan Sloves
Title: Attorney in Fact*

Dated: June 30, 2015

CISCO SYSTEMS NETHERLANDS HOLDINGS B.V.

By: /s/ Evan Sloves
Name: Evan Sloves
Title: Attorney in Fact**

Dated: June 30, 2015

CISCO SYSTEMS INTERNATIONAL SARL

By: /s/ Evan Sloves
Name: Evan Sloves
Title: Attorney in Fact***

Dated: June 30, 2015

CISCO SYSTEMS GLOBAL HOLDINGS LTD.

By: /s/ Evan Sloves
Name: Evan Sloves
Title: Attorney in Fact****

Dated: June 30, 2015

CISCO WORLDWIDE HOLDINGS LTD.

By: /s/ Evan Sloves
Name: Evan Sloves
Title: Attorney in Fact*****

Dated: June 30, 2015

CISCO TECHNOLOGY, INC.

By: /s/ Evan Sloves
Name: Evan Sloves
Title: Chief Executive Officer, President, and Secretary

- * Signed pursuant to Power of Attorney dated October 31, 2013, included as Exhibit B to this Schedule 13D.
- ** Signed pursuant to Power of Attorney dated April 8, 2014, included as Exhibit C to this Schedule 13D.
- *** Signed pursuant to Power of Attorney dated April 10, 2014, included as Exhibit D to this Schedule 13D.
- **** Signed pursuant to Power of Attorney dated April 10, 2014, included as Exhibit E to this Schedule 13D.
- ***** Signed pursuant to Power of Attorney dated April 10, 2014, included as Exhibit F to this Schedule 13D.

Dated: June 30, 2015

CISCO SYSTEMS, INC.

By: /s/ Kelly A. Kramer

Name: Kelly A. Kramer

Executive Vice President and Chief Financial

Title: Officer

EXHIBIT INDEX

Exhibit	Title
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