

HUANG JEN HSUN  
Form 4  
March 12, 2018

**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

OMB  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HUANG JEN HSUN

(Last) (First) (Middle)

C/O NVIDIA  
CORPORATION, 2788 SAN  
TOMAS EXPRESSWAY

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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(A) or Disposed of Code (Instr. 8)	4. Securities Acquired 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 Ownership (Instr. 4)
Common Stock	03/08/2018		A	(A) or (D) V Amount Price (1) (2)	1,608,672	D	
Common Stock	03/08/2018		A	(A) or (D) V Amount Price (3) (2)	1,631,829 (4)	D	
Common Stock	12/20/2017		G	V 26,730 D (5)	15,928,594	I	By Trust (6)
Common Stock					1,237,239	I	By Partnership (7)
					557,000	I	

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Common Stock						By Irrevocable Trust <sup>(8)</sup>
Common Stock				714,855	I	The Jen-Hsun Huang 2016 Annuity Trust I Agreement
Common Stock				761,405	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement
Common Stock				714,855	I	The Lori Lynn Huang 2016 Annuity Trust I Agreement
Common Stock				761,405	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Number  
of  
Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X		President and CEO	

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun  
Huang

03/12/2018

\_\_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).

- Represents the number of shares that will be earned, if at all, based on the achievement of a pre-established stretch operating plan performance goal during the Issuer's fiscal year ending January 27, 2019. This number represents 150% of the target award opportunity of
- (1) 31,000 shares. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. If a pre-established performance threshold is achieved, the shares earned will vest as to 25% on March 20, 2019 and as to 6.25% of the shares every three 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 number of shares that will be earned, if at all, based on the achievement of Issuer's relative shareholder return from January 29, 2018 through January 31, 2021 at the stretch operating plan performance goal. This number represents 150% of the target
  - (3) award opportunity of 15,400 shares. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 17, 2021, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
  - (4) Includes 57 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 28, 2018.
  - (5) Gift without consideration.
  - (6) 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.
  - (7) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
  - (8) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.

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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