

Puri Ajay K
Form 4
May 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Puri Ajay K

(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)

03/22/2013

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 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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/22/2013		P		150.2172 (1)	A \$ 12.429	508,962.2172 D
Common Stock	06/17/2013		P		128.8639 (1)	A \$ 14.576	509,091.0811 D
Common Stock	09/16/2013		P		119.2886 (1)	A \$ 15.827	509,210.3697 D
Common Stock	12/16/2013		P		141.8388 (1)	A \$ 15.157	509,352.2085 D
Common Stock	03/21/2014		P		114.8242 (1)	A \$ 18.828	509,467.0327 D

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Common Stock	06/16/2014	P	<u>111.265</u> (1)	A	\$ 19.518	509,578.2977	D	
Common Stock	09/15/2014	P	<u>115.4404</u> (1)	A	\$ 18.894	509,693.7381	D	
Common Stock	12/16/2014	P	<u>112.0185</u> (1)	A	\$ 19.5587	509,805.7566	D	
Common Stock	03/20/2015	P	<u>94.3229</u> (1)	A	\$ 23.329	509,900.0795	D	
Common Stock	06/15/2015	P	<u>121.3325</u> (1)	A	\$ 20.8785	510,021.412	D	
Common Stock	09/14/2015	P	<u>112.5992</u> (1)	A	\$ 22.6029	510,134.0112	D	
Common Stock	12/15/2015	P	<u>90.9858</u> (1)	A	\$ 33.1352	510,224.997	D	
Common Stock	03/16/2016	S	26,300	D	\$ <u>32.926</u> (2)	335,892 <u>(3)</u>	D	
Common	05/15/2018	S	38,676	D	\$ <u>255.36</u> (4)	109,356 <u>(5)</u>	I	By Trust (6)

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051			EVP, Worldwide Field Ops	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Ajay
K. Puri

05/17/2018

__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).

- (1) Represents shares acquired by Mr. Puri upon automatic reinvestment of cash dividends from the Issuer through his brokerage account. The Issuer does not sponsor a dividend reinvestment plan.

- (2) Represents weighted average sales price. The shares were sold at prices ranging from \$32.55 to \$33.18. The Reporting Person will 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.

- (3) Fractional amounts have been rounded down to the nearest whole number.

- (4) The Reporting Person contributed shares of the common stock of NVIDIA Corporation (the "Common Stock") to an exchange fund in exchange for shares of the exchange fund. The Common Stock was valued at \$255.36 per share for the purpose of determining the number of shares of the exchange fund issuable to the Reporting Person.

- (5) On April 13, 2018 148,032 shares were transferred to the Ajay K Puri Revocable Trust dtd 12/10/2015 (the "Trust").

- (6) The shares are held by the 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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