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VANUADE INC

Form 4										
December 2	ПЛ							OMB AF	PROVAL	
	UNITED	STATES SEC	CURITIES A Washington			E CC	DMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 c	ger STATE N 16.	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 Iverage rs per 0.5	
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 170	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								
(Print or Type Responses) 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Issuer Dell Technologies Inc Symbol Issuer						Reporting Person(s) to				
VMWARE, INC. [VMW]				(Check	(Check all applicable)					
(Last) (First) (Middle) ONE DELL WAY			ate of Earliest T nth/Day/Year) 19/2016	ransaction		- - b	DirectorOfficer (give titleOther (specify below)Other (specify below)			
			Amendment, D l(Month/Day/Yea	-	- -	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person				
ROUND R	OCK, TX 78682						X_ Form filed by M Person	lore than One Re	eporting	
(City)	(State)	(Zip)	Table I - Non-	Derivative Sec	urities	Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities A our Disposed o (Instr. 3, 4 an	of (D) d 5) (A)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	12/19/2016		S	4,775,142	D	<u>(1)</u>	38,250,166	Ι	See footnote (2)	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips		
	Director	10% Owner	Officer	Other	
Dell Technologies Inc ONE DELL WAY ROUND ROCK, TX 78682		Х			
EMC CORP ONE DELL WAY ROUND ROCK, TX 78682		Х			
Signatures					
Dell Technologies Inc. By: /s/ Secretary	Janet B. V	Vright, Senio	or Vice F	President & Assistant	12/20/2016
	Date				
EMC Corporation By: /s/ Jane	t B. Wrigł	nt, Senior Vi	ce Presic	lent & Assistant Secretary	12/20/2016

**Signature of Reporting Person

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).

Under the terms of a stock purchase agreement dated as of December 15, 2016, by and among Dell Technologies Inc. (the "Company"), EMC Equity Assets LLC, an indirect wholly-owned subsidiary of the Company, and VMware, Inc., the final price per share will be

determined based on the volume-weighted average per share price of the Class A Common Stock as reported on the New York Stock (1) Exchange during a specified reference period, less a discount of 3.5% from that volume-weighted average per share price, and subject to adjustment in certain circumstances as set forth in the stock purchase agreement. The price per share will be set forth in an amendment to this Form 4 report.

The 4,775,142 shares of Class A Common Stock sold in the reported transaction, which is expected to close on December 22, 2016, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). EMC is the record holder of 35,139,359 shares of the 38,250,166 shares of Class A Common Stock reported in Column 5 of Table I, and EMC Equity Assets LLC is

(2)the record holder of the remainder of the shares of Class A Common Stock reported in Column 5 of Table I. EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by the Company through its directly held wholly-owned subsidiary Denali Intermediate Inc.

Date

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