

NVIDIA CORP  
Form 4  
May 17, 2016

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHANNON DAVID M

(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. Date of Earliest Transaction (Month/Day/Year)  
05/16/2016

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)  
EVP, CAO & Secretary

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 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 or Price		
Common Stock	05/16/2016		M		47,500 A \$ 10.56	444,329	D
Common Stock	05/16/2016		M		42,500 A \$ 17.62	486,829	D
Common Stock	05/16/2016		M		42,500 A \$ 14.465	529,329	D
Common Stock	05/16/2016		M		50,000 A \$ 14.46	579,329	D
Common Stock	05/16/2016		M		43,750 A \$ 13.71	623,079	D

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Common Stock	05/16/2016		M	29,850	A	\$ 12.62	652,929	D	
Common Stock	05/16/2016		M	24,875	A	\$ 16	677,804	D	
Common Stock	05/16/2016		S	271,049	D	\$ 42.0739	406,755	D	
Common Stock							110,800	I	Shannon Revocable Trust <sup>(1)</sup>

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.56	05/16/2016		M	47,500	<sup>(2)</sup> 09/14/2020	Common Stock	47,500
Stock Option (Right to Buy)	\$ 17.62	05/16/2016		M	42,500	<sup>(2)</sup> 03/18/2021	Common Stock	42,500
Stock Option (Right to Buy)	\$ 14.465	05/16/2016		M	42,500	<sup>(2)</sup> 09/20/2021	Common Stock	42,500
Stock Option (Right to Buy)	\$ 14.46	05/16/2016		M	50,000	<sup>(2)</sup> 03/20/2022	Common Stock	50,000
	\$ 13.71	05/16/2016		M	43,750	<sup>(3)</sup> 09/18/2022		43,750

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 12.62	05/16/2016	M	29,850	(4)	03/19/2023		Common Stock	29,850
Stock Option (Right to Buy)	\$ 16	05/16/2016	M	24,875	(5)	09/17/2023		Common Stock	24,875

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHANNON DAVID M C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			EVP, CAO & Secretary	

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for David M. Shannon  
05/17/2016

\_\_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) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.
- (2) Fully vested.
- (3) The option vested as to 25% of the shares on September 19, 2013 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.
- (4) The option vested as to 25% of the shares on March 20, 2014 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.
- (5) The option vested as to 25% of the shares on September 18, 2014 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

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.