Part I Reporting Issuer

1 Issuer's name

NVIDIA CORPORATION

3 Name of contact for additional information

INVESTOR RELATIONS

6 Number and street (or P.O. box if mail is not delivered to street address) of contact

2701 SAN TOMAS EXPRESSWAY MS 03

8 Date of action


10 CUSIP number

67066G104

12 Ticker symbol

NVIDIA

Part II Organizational Action

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.


15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

THE ISSUER HAS POSITIVE CURRENT EARNINGS AND PROFITS, WHILE THEY HAVE A DEFICIT IN ACCUMULATED EARNINGS AND PROFITS. THE CASH DISTRIBUTIONS ARE IN EXCESS OF THE CURRENT EARNINGS AND PROFITS, BASED ON REASONABLE ASSUMPTIONS CURRENTLY AVAILABLE. OF THE TOTAL CASH DISTRIBUTIONS, 50 PERCENT WAS TREATED AS A DIVIDEND AND THE REMAINING 50 PERCENT WAS A RETURN OF CAPITAL. THE RETURN OF CAPITAL WILL REDUCE SHAREHOLDER BASIS TO THE EXTENT THEREOF. ANY DISTRIBUTION AMOUNT IN EXCESS OF SHAREHOLDER BASIS WILL BE CAPITAL GAIN TO THE SHAREHOLDER.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

SEE PART ABOVE.
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

DISTRIBUTIONS TO SHAREHOLDERS TO THE EXTENT OF THE CORPORATION'S EARNINGS AND PROFITS ARE REPORTED AS TAXABLE DIVIDENDS IN ACCORDANCE WITH SECTION 316. IN THE EVENT A DISTRIBUTION TO SHAREHOLDERS EXCEEDS CORPORATE CURRENT AND ACCUMULATED EARNINGS AND PROFITS UNDER SECTION 312, SHAREHOLDERS MUST APPLY THE RULES OF SECTION 301(c) TO DETERMINE IF THE DISTRIBUTIONS ARE A NON-TAXABLE RETURN OF BASIS UNDER SECTION 301(c)(2) OR IF THE DISTRIBUTION IS REPORTED AS A CAPITAL GAIN UNDER SECTION 301(c)(3).

THE ISSUER HAS POSITIVE CURRENT EARNINGS AND PROFITS AND A DEFICIT IN ACCUMULATED EARNINGS AND PROFITS, WHERE EARNINGS AND PROFITS WAS COMPUTED IN ACCORDANCE WITH SECTION 312.

18 Can any resulting loss be recognized? □ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year □ THE REPORTABLE TAX YEAR IS 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature □ KAREN BURNS Date □ 11/9/2015

Preparer's name □ TERA S. CHERRY Preparer's signature □ TESA S. CHERBY

Paid Preparer Use Only

Firm's name □ ERNST & YOUNG LLP

Firm's address □ 725 SOUTH FIGUEROA STREET, LOS ANGELES, CA 90017

Check □ if self-employed

Firm's EIN □ 34-6665596

Phone no. □ 213-397-1200

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054