

**NVIDIA Corporation**  
**Share Dilution Scenarios**  
**FROM 1.00% CONVERTIBLE SENIOR NOTES (NOTES) DUE 2018**  
**(Shares in Thousands)**

Quarterly Average Stock Price	Non-GAAP				GAAP	
	Dilutive Impact from Notes	Offsetting Shares from Note Hedges	Dilutive Shares from Warrants	Impact on Non- GAAP Dilutive Shares = [1] + [2] + [3]	Add back Offsetting Shares from Note Hedges	Impact on GAAP Dilutive Shares = [4] + [5]
	[1]	[2]	[3]	[4]	[5]	[6]
\$20.00	0	0	0	0	0	0
\$22.50	7,955	(7,955)	0	0	7,955	7,955
\$25.00	14,622	(14,622)	0	0	14,622	14,622
\$27.50	20,077	(20,077)	1,196	1,196	20,077	21,272
\$30.00	24,622	(24,622)	7,314	7,314	24,622	31,936
\$32.50	28,468	(28,468)	12,492	12,492	28,468	40,960
\$35.00	31,765	(31,765)	16,930	16,930	31,765	48,695
\$37.50	34,622	(34,622)	20,776	20,776	34,622	55,398
\$40.00	37,122	(37,122)	24,141	24,141	37,122	61,263
\$42.50	39,328	(39,328)	27,111	27,111	39,328	66,439
\$45.00	41,289	(41,289)	29,750	29,750	41,289	71,039
\$47.50	43,043	(43,043)	32,112	32,112	43,043	75,155
\$50.00	44,622	(44,622)	34,237	34,237	44,622	78,860

In December 2013, we issued \$1.5 billion of 1.00% Convertible Senior Notes due 2018. Concurrent with the Notes issuance, we entered into separate Note Hedges and Warrants transactions. The Note Hedges are designed to neutralize the dilutive effect of the shares that may be issued under the Notes.

The conversion rate and conversion price of the Notes, and the strike price of the Warrants, are adjusted upon the occurrence of certain events, including our cash dividends or distributions exceeding \$0.085 per share. As of the latest adjustment made on the ex-dividend date of February 29, 2016, the amounts were as follows:

- Conversion price of Notes = \$20.1013
- Strike price of Warrants = \$27.0594

Separately, since reinstating our capital return program in fiscal year 2013, we have repurchased cumulatively 151 million shares through the first quarter fiscal year 2017.

Period	Amount	Shares Repurchased
	<i>(In Millions)</i>	
FY13	\$100	8
FY14	\$887	62
FY15	\$814	44
FY16	\$587	25
Q1FY17	\$500	12
Cumulative	<u>\$2,888</u>	<u>151</u>

**Footnotes:**

[1] Excludes impact of offsetting shares from Note Hedges

[2] Offsetting shares from Note Hedges, which when exercised, will ultimately offset the dilutive shares from the Notes

[3] Dilution from Warrants issued concurrently with the Notes

[4] Impact of Notes on Non-GAAP diluted shares for non-GAAP EPS calculation

[5] Eliminate the expected impact of the Note Hedges, as this is not recognized in GAAP diluted shares until exercised

[6] Impact of Notes on GAAP diluted shares for GAAP EPS calculation