

# NVIDIA CORP

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/07/17

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Telephone	408-486-2000
CIK	0001045810
Symbol	NVDA
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	01/29

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

**SCHEDULE 14A  
(Rule 14a-101)**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**NVIDIA CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - (5) Total fee paid:  
\_\_\_\_\_

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) \_\_\_\_\_  
Form, Schedule or Registration Statement No.:

(3) \_\_\_\_\_  
Filing Party:

(4) \_\_\_\_\_  
Date Filed:

\_\_\_\_\_

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**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 23, 2017.**

**NVIDIA CORPORATION**



**Meeting Information**

**Meeting Type:** 2017 Annual Meeting  
**For holders as of:** March 24, 2017  
**Date:** May 23, 2017 **Time:** 10:30 a.m., PDT  
**Location:** Meeting live via the Internet—please visit  
[www.virtualshareholdermeeting.com/NVIDIA2017](http://www.virtualshareholdermeeting.com/NVIDIA2017).

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/NVIDIA2017](http://www.virtualshareholdermeeting.com/NVIDIA2017) and be sure to have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



**Voting Items**

**The Board of Directors recommends you vote FOR all the Nominees:**

**1. Election of Directors**

**Nominees:**

- 1a. Robert K. Engess
- 1b. Terin Gore
- 1c. Parsik S. Dhol
- 1d. James C. Garber
- 1e. Jun-Hyun Hwang
- 1f. David Johnson
- 1g. Harvey C. Jones
- 1h. Michael G. McCaffrey
- 1i. William J. Miller
- 1j. Mark L. Perry
- 1k. A. Doroa Sawell
- 1l. Mark A. Stevens

**The Board of Directors recommends you vote FOR Proposal 2.**

- 2. Approval of our executive compensation.

**The Board of Directors recommends you vote for a 1 YEAR frequency on Proposal 3.**

- 3. Approval of the frequency of holding a vote on executive compensation.

**The Board of Directors recommends you vote FOR Proposal 4.**

- 4. Ratification of selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year 2018.

**NOTE:** In their discretion, the proxyholders are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

