Part I Reporting Issuer

1 Issuer's name
NVIDIA CORPORATION

2 Issuer's employer identification number (EIN)
94-3177549

3 Name of contact for additional information
INVESTOR RELATIONS

4 Telephone No. of contact
408-496-2000

5 Email address of contact
IR@NVIDIA.COM

6 Number and street (or P.O. box if mail is not delivered to street address) of contact
2701 SAN TOMAS EXPRESSWAY, MS 03

7 City, town, or post office, state, and Zip code of contact
SANTA CLARA, CA 95050

8 Date of action
3/17/2017, 6/14/2017

9 Classification and description
COMMON STOCK

10 CUSIP number
67066G104

11 Serial number(s)
N/A

12 Ticker symbol
NVDA

13 Account number(s)
N/A

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. On March 17, 2017 and June 14, 2017, the Issuer made cash distributions to its common shareholders. The cash distributions to the common shareholders are currently expected to be in excess of the current and accumulated earnings and profits of the Issuer.

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 is currently expecting to have a positive current earnings and profits, but has a deficit in accumulated earnings and profits. The cash distributions are expected to be in excess of the current earnings and profits, based on reasonable assumptions currently available. Of the total cash distributions, 25 percent is expected to be treated as a dividend and the remaining 75 percent is expected to be 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 §15 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 IS CURRENTLY EXPECTING TO HAVE A POSITIVE CURRENT EARNINGS AND PROFITS AND HAS 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 ➤


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 ➤
Date ➤ 02/21/17
Print your name ➤ KAREN BURNS
Title ➤ VP, FINANCE

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