

**NVIDIA CORP**  
Reported by  
**JONES HARVEY C**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 06/23/17 for the Period Ending 06/21/17

Address	2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050
Telephone	408-486-2000
CIK	0001045810
Symbol	NVDA
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	01/29

# FORM 4

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

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>JONES HARVEY C</b>		<b>NVIDIA CORP [ NVDA ]</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
<b>C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY</b>		<b>6/21/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SANTA CLARA, CA 95050</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	3/28/2017		G	V	65520	D	\$0	0	I	By Childrens' Trusts (1)
Common Stock	3/28/2017		G	V	65520	A	\$0	65520	I	By Childrens' Trusts (2)
Common Stock	6/21/2017		S		36500	D	\$159.47 (3)	720470	I	H.C. Jones Living Trust (4)
Common Stock	6/22/2017		S		43500	D	\$159.2627 (5)	676970	I	H.C. Jones Living Trust (4)
Common Stock	6/22/2017		S		65520	D	\$159.2627 (5)	0	I	By Childrens' Trusts (6)
Common Stock								30762	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- Prior to the transfer on March 28, 2017, the shares were held in trust as follows: 21,840 by the Trust FBO Gregory Charles Jones U/A 12/20/1991, 21,840 by the Trust FBO Carolyn Ellis Jones U/A 06/15/1990 and 21,840 by the Trust FBO Harvey Cooper Jones U/A 06/15/1990. The Reporting Person is co-trustee of each of the trusts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- After the transfer on March 28, 2017, the shares were held in trust as follows: 21,840 by the Gregory Charles Jones Legacy Trust U/A Dtd 09/15/2016, 21,840 by the Carolyn Ellis Jones Legacy Trust U/A Dtd 07/22/2016 and 21,840 by the Harvey Cooper Jones III Legacy Trust U/A Dtd 09/15/2016. The Reporting Person is co-trustee of each of the trusts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- The Reporting Person contributed shares of the common stock of NVIDIA Corporation (the "Common Stock") to an exchange fund in exchange for shares of the exchange fund. The Common Stock was valued at \$159.47 per share for the purpose of determining the number of shares of the exchange fund issuable to the Reporting Person.
- Shares are held by H.C. Jones Living Trust, of which the Reporting Person is the trustee.
- The Reporting Person contributed shares of Common Stock to an exchange fund in exchange for shares of the exchange fund. The Common Stock was

valued at \$159.262689 per share for the purpose of determining the number of shares of the exchange fund issuable to the Reporting Person.

- (6) Prior to the exchange on June 22, 2017, the shares were held in trust as follows: 21,840 by the Gregory Charles Jones Legacy Trust U/A Dtd 09/15/2016, 21,840 by the Carolyn Ellis Jones Legacy Trust U/A Dtd 07/22/2016 and 21,840 by the Harvey Cooper Jones III Legacy Trust U/A Dtd 09/15/2016. The Reporting Person is co-trustee of each of the trusts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES HARVEY C C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X			

**Signatures**

/s/ Rebecca Peters, Attorney-in-Fact for Harvey C. Jones

6/23/2017

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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