

**NVIDIA CORP**  
Reported by  
**HUANG JEN HSUN**

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

Filed 09/08/17 for the Period Ending 09/06/17

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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## 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>HUANG JEN HSUN</b>			<b>NVIDIA CORP [ NVDA ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY</b>			<b>9/6/2017</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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**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	9/6/2017		S		110000	D	\$166.0833 (1)	1641422 (2)	D	
Common Stock								16072217 (3)	I	By Trust (4)
Common Stock								1237239	I	By Partnership (5)
Common Stock								557000	I	By Irrevocable Trust (6)
Common Stock								714855 (7)	I	The Jen- Hsun Huang 2016 Annuity Trust I Agreement
Common Stock								714855 (8)	I	The Lori Lynn Huang 2016 Annuity Trust I Agreement
Common Stock								761405 (9)	I	The Jen- Hsun Huang 2016 Annuity Trust II Agreement
Common Stock								761405 (10)	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement

**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:

- (1) Represents weighted average sales price. The shares were sold at prices ranging from \$166.62 to \$166.75. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Includes 243 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on August 31, 2017.
- (3) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement, 54,850 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement, 8,300 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement, and 8,300 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust II Agreement were transferred to the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 to satisfy annuity payments.
- (4) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (5) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (6) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
- (7) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement were transferred to the Trust to satisfy annuity payments.
- (8) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement were transferred to the Trust to satisfy annuity payments.
- (9) On May 12, 2017, 8,300 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement were transferred to the Trust to satisfy annuity payments.
- (10) On May 12, 2017, 8,300 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust II Agreement were transferred to the Trust to satisfy annuity payments.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X		President and CEO	

#### Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang

9/8/2017

\*\*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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