

# **NVIDIA CORP**

Reported by  
**PURI AJAY K**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/03/17 for the Period Ending 03/30/17

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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>Puri Ajay K</b>			<b>NVIDIA CORP [ NVDA ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Worldwide Field Ops</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY</b>			<b>3/30/2017</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	3/30/2017		M		39505	A	\$17.53	601367	D	
Common Stock	3/30/2017		M		56662	A	\$13.71	658029	D	
Common Stock	3/30/2017		M		37375	A	\$16	695404	D	
Common Stock	3/30/2017		S		133542	D	\$108.5263 (1)	561862	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				
Stock Option (Right to Buy)	\$17.53	3/30/2017		M		39505		(2)	3/15/2021	Common Stock	39505.0	\$0	0	D	
Stock Option (Right to Buy)	\$13.71	3/30/2017		M		56662		(2)	9/18/2022	Common Stock	56662.0	\$0	0	D	
Stock Option (Right to Buy)	\$16.0	3/30/2017		M		37375		(3)	9/17/2023	Common Stock	37375.0	\$0	8625	D	

**Explanation of Responses:**

( ) Represents weighted average sales price. The shares were sold at prices ranging from \$107.75 to \$109.16. The Reporting Person will provide upon request, to 1) the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

( ) Fully vested.

( ) The option vested as to 25% of the shares on September 18, 2014 and shall vest as to 6.25% of the shares at the end of each quarterly period thereafter, such 3) that the option is fully vested on the four (4) year anniversary of the date of grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050</b>			<b>EVP, Worldwide Field Ops</b>	

**Signatures**

/s/ Rebecca Peters, Attorney-in-Fact for Ajay K. Puri

4/3/2017

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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