

NVIDIA CORP

Reported by
PURI AJAY K

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 01/29/17

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 5

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

OMB APPROVAL
OMB Number: 3235-0362
Estimated average burden
hours per response... 1.0

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[X] Form 4 Transactions Reported

ANNUAL 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 * Puri Ajay K (Last) (First) (Middle) C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY (Street) SANTA CLARA, CA 95050 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NVIDIA CORP [NVDA] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) 1/29/2017	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director _____ 10% Owner ___ X ___ Officer (give title below) _____ Other (specify below) EVP, Worldwide Field Ops 6. Individual or Joint/Group Filing (Check Applicable Line) ___ X ___ Form Filed by One Reporting Person ___ 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)
				Amount	(A) or (D)	Price			
Common Stock	3/14/2016		M4	5524	A	\$18.10	533945	D	
Common Stock	11/22/2016		M4	3694	A	\$14.465	537639	D	
Common Stock	11/22/2016		M4	2995	A	\$17.53	540634	D	
Common Stock	11/22/2016		M4	3338	A	\$13.71	543972	D	
Common Stock	11/22/2016		M4	3750	A	\$14.46	547722	D	
Common Stock	11/22/2016		M4	5938	A	\$10.56	553660	D	

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$18.1	3/14/2016		M4		5524	(1)	3/16/2016	Common Stock	5524.0	\$0	0	D	
Stock Option (Right to Buy)	\$14.465	11/22/2016		M4		3694	(1)	9/20/2021	Common Stock	3694.0	\$0	38806	D	
Stock Option (Right to Buy)	\$17.53	11/22/2016		M4		2995	(1)	3/15/2021	Common Stock	2995.0	\$0	39505	D	
Stock Option (Right to Buy)	\$13.71	11/22/2016		M4		3338	(1)	9/18/2022	Common Stock	3338.0	\$0	56662	D	
Stock Option (Right to Buy)	\$14.46	11/22/2016		M4		3750	(1)	3/20/2022	Common Stock	3750.0	\$0	0	D	
Stock Option (Right to Buy)	\$10.56	11/22/2016		M4		5938	(1)	9/14/2020	Common Stock	5938.0	\$0	0	D	

Explanation of Responses:

(1) Fully vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY			EVP, Worldwide Field Ops	

Signatures

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

3/15/2017

—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.