

NVIDIA CORP
Reported by
SHOQUIST DEBORA

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/31/17 for the Period Ending 05/30/17

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|-------------|--|
| 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
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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) | |
| Shoquist Debora | | NVIDIA CORP [NVDA] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Operations | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY | | 5/30/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SANTA CLARA, CA 95050 | | | | <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 | 5/30/2017 | | M | (1) | 5000 | A | \$14.46 | 330040 | D | |
| Common Stock | 5/30/2017 | | M | (1) | 10000 | A | \$13.71 | 340040 | D | |
| Common Stock | 5/30/2017 | | M | (1) | 10781 | A | \$12.62 | 350821 | D | |
| Common Stock | 5/30/2017 | | M | (1) | 10781 | A | \$16 | 361602 | D | |
| Common Stock | 5/30/2017 | | S | (1) | 63717 | D | \$144.813 (2) | 297885 | 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) | \$14.46 | 5/30/2017 | | M | (1) | 5000 | | (3) | 3/20/2022 | Common Stock | 5000.0 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$13.71 | 5/30/2017 | | M | (1) | 10000 | | (3) | 9/18/2022 | Common Stock | 10000.0 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$12.62 | 5/30/2017 | | M | (1) | 10781 | | (3) | 3/19/2023 | Common Stock | 10781.0 | \$0 | 2157 | D | |
| Stock Option (Right to Buy) | \$16.0 | 5/30/2017 | | M | (1) | 10781 | | (4) | 9/17/2023 | Common Stock | 10781.0 | \$0 | 6469 | D | |

Explanation of Responses:

- This transaction was pursuant to a 10b5-1 Plan.
- Represents weighted average sales price. The shares were sold at prices ranging from \$143.23 to \$146.22. 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.
- 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 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 |
| Shoquist Debora C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050 | | | EVP, Operations | |

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Debora Shoquist

5/31/2017

^{**}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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