

NVIDIA CORP  
Form 4  
March 18, 2016

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHANNON DAVID M**

(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. Date of Earliest Transaction  
(Month/Day/Year)  
**03/16/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, CAO & Secretary

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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	03/16/2016		A	(A) or (D) Amount (1) 7,700 Price (2) \$ 0	346,948	D	
Common Stock	03/16/2016		A	(A) or (D) Amount (3) 69,000 Price (2) \$ 0	415,948	D	
Common Stock	03/16/2016		A	(A) or (D) Amount (4) 5,600 Price (2) \$ 0	422,707 (5)	D	
Common Stock	03/16/2016		F	(A) or (D) Amount (6) 25,878 Price 33.1	396,829	D	
Common Stock					110,800	I	Shannon Revocable

Trust <sup>(7)</sup>

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHANNON DAVID M C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	EVP, CAO & Secretary

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for David M.  
Shannon

03/18/2016

                    Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The restricted stock unit shall vest as to 25% of the shares on March 15, 2017 and 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
- (2) The shares represent restricted stock units that were received as an award, for no consideration.
- (3) Represents the stretch operating plan number of shares that will be earned, if at all, based on the achievement of a pre-established performance goal during the Issuer's fiscal year ending January 29, 2017. Each restricted stock unit represents a contingent right to

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receive one share of Issuer's common stock. The stretch operating plan number represents 200% of the target compensation plan payout of 34,500 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 15, 2017 and as to 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.

Represents the stretch operating plan number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from February 1, 2016 through January 27, 2019. Each restricted stock unit represents a contingent right to receive one share of Issuer's

- (4) common stock. The stretch operating plan number represents 200% of the target compensation plan payout of 2,800 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 20, 2019, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (5) Includes 1,159 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 29, 2016 and 54,662 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (6) Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
- (7) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.

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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