

NVIDIA CORP  
Form 4  
March 21, 2017

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SEAWELL A BROOKE**

(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)  
**03/20/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/20/2017                              |                                                             | M                                    | 32,820                                                                  | A \$ 12.08                                                                                                         | 35,927                                                                  | D                                                                 |
| Common<br>Stock                       | 03/20/2017                              |                                                             | S                                    | 32,820                                                                  | D \$<br>(1) 109.0003                                                                                               | 3,107                                                                   | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 130,000                                                                 | I By Trust<br>(2)                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Date | 9. Date | 10. Title | 11. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------|---------|-----------|--------------------------------|
| Director Stock Option (Right to Buy)       | \$ 12.08                                               | 03/20/2017                           |                                                    | M                              | 32,820                                                                                  | (3) 05/17/2022                                           | Common Stock                                                  |         |         |           | 32,820                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| SEAWELL A BROOKE<br>C/O NVIDIA CORPORATION<br>2701 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95050 | X                                |

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for A. Brooke Seawell 03/21/2017

\_\_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).

Represents weighted average sales price. The shares were sold at prices ranging from \$108.96 to \$109.04. The Reporting Person will

(1) 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) By A. Brooke Seawell TTEE, Rosemary Warner Seawell TTEE, Rosemary & A Brooke Seawell Revocable Trust U/A/ Dtd 1/20/2009.

(3) Fully vested.

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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