

HUANG JEN HSUN
 Form 4
 September 08, 2017

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HUANG JEN HSUN

(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)
 09/06/2017

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)
 President and CEO

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 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 (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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	09/06/2017		S	110,000	D	\$ 166.0833 (1)	1,641,422 (2)	D	
Common Stock							16,072,217 (3)	I	By Trust (4)
Common Stock							1,237,239	I	By Partnership (5)
Common Stock							557,000	I	By Irrevocable

Common Stock	714,855 ⁽⁷⁾	I	Trust ⁽⁶⁾ The Jen-Hsun Huang 2016 Annuity Trust I Agreement
Common Stock	714,855 ⁽⁸⁾	I	The Lori Lynn Huang 2016 Annuity Trust I Agreement
Common Stock	761,405 ⁽⁹⁾	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement
Common Stock	761,405 ⁽¹⁰⁾	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement

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

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(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 Reported Transaction (Instr. 6)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X		President and CEO	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang	09/08/2017
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Represents weighted average sales price. The shares were sold at prices ranging from \$166.62 to \$166.75. 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.
 - (2) Includes 243 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on August 31, 2017.
 - (3) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement, 54,850 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement, 8,300 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement, and 8,300 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust II Agreement were transferred to the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 to satisfy annuity payments.
 - (4) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
 - (5) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
 - (6) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
 - (7) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement were transferred to the Trust to satisfy annuity payments.
 - (8) On May 12, 2017, 54,850 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement were transferred to the Trust to satisfy annuity payments.
 - (9) On May 12, 2017, 8,300 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement were transferred to the Trust to satisfy annuity payments.
 - (10) On May 12, 2017, 8,300 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust II Agreement were transferred to the Trust to satisfy annuity payments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.