

VMWARE, INC.
Form 3
April 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â VMW Holdco LLC

(Last) (First) (Middle)

ONE DELL WAY

(Street)

ROUND ROCK,Â TXÂ 78682

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/12/2017

3. Issuer Name and Ticker or Trading Symbol
VMWARE, INC. [VMW]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

20,000,000

D (1) Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Date Exercisable Expiration Date Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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		Shares		(I) (Instr. 5)	
Class B Common Stock	Â (2)	Â (2)	Class A Common Stock	60,000,000 \$ (2)	D (1) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VMW Holdco LLC ONE DELL WAY ROUND ROCK, TX 78682	Â	Â X	Â	Â

Signatures

VMW Holdco LLC By: /s/ Janet B. Wright, Senior Vice President & Assistant Secretary

04/13/2017

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
The reporting person is a direct wholly-owned subsidiary of EMC Corporation ("EMC"). EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. ("Dell Technologies") through its directly held wholly-owned subsidiary Denali Intermediate Inc. On April 12, 2017, the reporting person received these shares of Class A Common Stock and Class B Common Stock as a capital contribution from its parent, EMC. Dell Technologies and EMC each retain beneficial ownership of such shares of Class A Common Stock and Class B Common Stock following such transfer.
- (1) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time, upon the election of the holder.
- (2)

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.