

NVIDIA CORP
Form 4
March 20, 2015

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 *
Puri Ajay K

(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)
03/18/2015

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)
EVP, Worldwide Field Ops

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/18/2015		A		20,000 (1) \$ 0 (2)	375,270	D
Common Stock	03/18/2015		A		144,000 (3) \$ 0 (2)	519,270	D
Common Stock	03/18/2015		A		15,000 (4) \$ 0 (2)	536,236 (5)	D
Common Stock	03/18/2015		F		19,715 (6) \$ 22.87	516,521	D

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			EVP, Worldwide Field Ops	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Ajay K. Puri
 **Signature of Reporting Person
 Date: 03/20/2015

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 16, 2016 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.
 Represents the maximum 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 31, 2016. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The maximum number represents 200% of the target payout of 72,000 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 16, 2016 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.

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Represents the maximum number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from January 26, 2015 through January 28, 2018. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

- (4) The maximum number represents 200% of the target payout of 7,500 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 21, 2018, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
- (5) Includes 1,966 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 27, 2015 and 50,025 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.

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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