

HUANG JEN HSUN
 Form 4
 June 22, 2018

FORM 4

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

OMB APPROVAL

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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, 2788 SAN TOMAS EXPRESSWAY

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NVIDIA CORP [NVDA]

3. Date of Earliest Transaction (Month/Day/Year)
 06/20/2018

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)
Common Stock	06/20/2018		F	(A) or (D) V Amount Price 3,138 \$ (1) 262.31	1,459,034 (2)	D	
Common Stock					16,007,102 (3)	I	By Trust (4)
Common Stock					1,237,239	I	By Partnership (5)
Common Stock					557,000	I	By Irrevocable Trust (6)

Common Stock	680,650 ⁽⁷⁾	I	The Jen-Hsun Huang 2016 Annuity Trust I Agreement
Common Stock	756,356 ⁽⁸⁾	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement
Common Stock	680,650 ⁽⁹⁾	I	The Lori Lynn Huang 2016 Annuity Trust I Agreement
Common Stock	756,356 ⁽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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X		President and CEO	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang
 **Signature of Reporting Person
 06/21/2018
 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) 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.
- (2) Includes 6,328 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
 On May 17, 2018, 34,205 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust I Agreement, 34,205 shares of the Issuer's Common Stock held by The Lori Lynn Huang 2016 Annuity Trust I Agreement, 5,049 shares of the Issuer's Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement, and 5,049 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 (the "Trust") to satisfy annuity payments.
- (3) Common Stock held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement, and 5,049 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 (the "Trust") to satisfy annuity payments.
- (4) The shares are held by 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 17, 2018, 34,205 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 17, 2018, 5,049 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.
- (9) On May 17, 2018, 34,205 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.
- (10) On May 17, 2018, 5,049 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.