

VMWARE, INC.
Form 3
September 09, 2016

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Durban Egon		(Month/Day/Year)	VMWARE, INC. [VMW]	
(Last)	(First)	(Middle)	09/07/2016	
C/O SILVER LAKE,Â 2775			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SAND HILL ROAD, SUITE 100				
(Street)			(Check all applicable)	
MENLO PARK,Â CAÂ 94025			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

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	43,025,308	I	See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (4)	Â (4)	Class A Common Stock 300,000,000 \$ (4)	I	See footnotes (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Durban Egon C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â X	Â	Â	Â
Silver Lake Partners III LP C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
Silver Lake Technology Investors III, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA	Â	Â X	Â	Â
Silver Lake Technology Associates III, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
SLTA III (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
Silver Lake Partners IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
Silver Lake Technology Investors IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
Silver Lake Technology Associates IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
SLTA IV (GP), L.L.C. C/O SILVER LAKE	Â	Â X	Â	Â

2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

Silver Lake Group, L.L.C.
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100
 MENLO PARK, CA 94025

Â Â X Â Â

Signatures

EGON DURBAN: /s/ Egon Durban	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C., general partner of Silver Lake Technology Associates III, L.P.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C., general partner of Silver Lake Technology Associates III, L.P., general partner of Silver Lake Partners III, L.P.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C., general partner of Silver Lake Technology Associates III, L.P., general partner of Silver Lake Technology Investors III, L.P.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P., general partner of Silver Lake Partners IV, L.P.	09/09/2016
**Signature of Reporting Person	Date
By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P., general partner of Silver Lake Technology Investors IV, L.P.	09/09/2016
**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).
- (1) The shares of Class A Common Stock and Class B Common Stock are directly owned by 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. Dell Technologies is owned by investors including Silver Lake Partners III, L.P. ("SLP III"), Silver Lake Technology Investors III, L.P. ("SLTI III"), Silver Lake Partners IV, L.P. ("SLP IV"), Silver Lake Technology Investors IV, L.P. ("SLTI IV") and SLP Denali Co-Invest, L.P. ("SLP Denali," and together with SLP III, SLTI III, SLP IV and SLTI IV, the "Silver Lake Funds"). The Silver Lake Funds have the right, under an agreement with Dell Technologies and other Dell Technologies stockholders, to approve the sale by Dell Technologies or specified subsidiaries of Dell Technologies of any shares of common stock of the Issuer held by them.
- (2) Silver Lake Group, L.L.C. ("SLG") is the managing member of (i) SLTA III (GP), L.L.C. ("SLTA III GP"), which is the general partner of Silver Lake Technology Associates III, L.P. ("SLTA III"), which is the general partner of SLP III and SLTI III and the managing member of SLP Denali Co-Invest GP, L.L.C. ("SLP Denali GP"), which is the general partner of SLP Denali and (ii) SLTA IV (GP), L.L.C. ("SLTA IV GP"), which is the general partner of Silver Lake Technology Associates IV, L.P. ("SLTA IV", and collectively with the Silver Lake Funds, SLP Denali GP, SLTA III, SLTA III GP, SLTA IV GP and SLG, the "Silver Lake Investors"), which is the general partner of SLP IV and SLTI IV. Egon Durban, who serves as a director of the Issuer, also serves as a Managing Director of SLG and as a member of the investment committees of SLTA III GP and SLTA IV GP.
- (3) As a result of the relationships and contractual provisions described in footnotes (1) and (2) above, each of the Reporting Persons may be deemed to beneficially own securities of the Issuer held by EMC Corporation. This filing shall not be deemed an admission that the Silver Lake Investors are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or, for purposes of Section 16 of the Exchange Act or otherwise, that the Reporting Persons are the beneficial owners of any equity securities in excess of their respective pecuniary interests, and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (4) 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, subject to certain exceptions.

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

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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