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Shoquist Deb Form 4 March 12, 20											
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	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti	Section 16 Public Ut	SECUR 6(a) of the ility Hold	ITIES e Securitio ling Comp	es Ex pany	chang Act o	NERSHIP OF te Act of 1934, f 1935 or Section	Expires: Estimated a burden hou response	ours per			
See Instru 1(b).		30(h)	of the Inv	vestment	Company	v Act	of 194	40			
(Print or Type R	Responses)										
1. Name and A Shoquist De	Symbol	Name and		Trading	g	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Chec	k all applicable	e)	
C/O NVIDIA CORPORAT TOMAS EX	(Month/Day/Year) 03/08/2019					Director 10% Owner X Officer (give title Other (specify below) below) EVP, Operations					
				nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SANTA CL	ARA, CA 950	51						Form filed by M Person	fore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acc	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	y (Month/Day/Year) Execution Date, 3) any		on Date, if					SecuritiesForm: DiBeneficially(D) orOwnedIndirect (Following(Instr. 4)ReportedTransaction(s)		p 7. Nature ofIndirectBeneficialOwnership(Instr. 4)	
Common	03/08/2019			Code V A	Amount 5,500	(D) A	Price \$ 0	(Instr. 3 and 4) 176,033	D		
Stock	00/00/2019				(1)		(2)	110,000	-		
Common Stock	03/08/2019			А	19,000 (3)	А	\$ 0 (2)	195,033	D		
Common Stock	03/08/2019			А	2,000 (4)	А	\$ 0 (2)	197,179 <u>(5)</u>	D		

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

Persons who respond to the collection of
information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. 6. Date Exercisat onNumber Expiration Date of (Month/Day/Yea Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships						
icer Other						
P, Operations						
03/12/2019						
Date						
f						

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 18, 2020 and 6.25% of the shares every three 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 number of shares that will be earned, if at all, based on the achievement of a pre-established stretch operating plan performance goal during the Issuer's fiscal year ending January 26, 2020. This number represents 200% of the target compensation plan

- (3) payout of 9,500 shares. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. If the pre-established performance threshold is achieved, the shares earned will vest as to 25% on March 18, 2020 and as to 6.25% of the shares every three months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
- (4) Represents the number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from January 28, 2019 through January 30, 2022 at the stretch operating plan performance goal. This number represents 200% of the target award opportunity of 1,000 shares. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. If a pre-established

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threshold is achieved, the shares earned will vest as to 100% on March 16, 2022, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.

(5) Includes 146 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 28, 2019.

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.