NVIDIA CORP
Form 8-K
June 18, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 18, 2007

NVIDIA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**0-23985**	**94-3177549**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2701 San Tomas Expressway, Santa Clara, CA	**95050**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: (408) 486-2000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 8 Other Events

Item 8.01. Other Events.

As we have previously disclosed in our Form 10-Q for the fiscal quarter ended April 29, 2007, we have an ongoing authorization from our Board of Directors, subject to certain specifications, to repurchase shares of our common stock up to an aggregate maximum amount of $1.7 billion. On May 30, 2007, as part of this program, we entered into a structured share repurchase agreement with a financial institution for an aggregate of $125.0 million shares of our common stock, pursuant to which we received 3,333,333 million shares on June 4, 2007. We may receive additional shares upon termination of this arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NVIDIA Corporation

Date: June 18, 2007

By: /s/ Marvin D. Burkett
Marvin D. Burkett
Chief Financial Officer