

NVIDIA CORP
Form 5
March 11, 2014

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HUANG JEN HSUN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/26/2014

C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SANTA CLARA, CA 95050

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/26/2013	Â	J(1)	27,984 D \$ 0	11,703	I	By Jen-Hsun Huang 2009 Annuity Trust
Common Stock	12/26/2013	Â	J(1)	27,984 D \$ 0	11,703	I	By Lori Lynn Huang 2009 Annuity

Common Stock	12/26/2013	Â	J ⁽¹⁾	55,968	A	\$ 0	19,715,059	I	Trust
									By Trust ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	609,609	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,237,239	I	By Partnership ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	584,000	I	By Irrevocable Trust ⁽⁴⁾

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

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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. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	Â X	Â	Â President and CEO	Â

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang

03/11/2014

**Signature of Reporting Person

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).

On December 26, 2013, the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 transferred cash with an aggregate value of \$883,175.00 for (a) 27,984 shares of the Company's Common Stock held by the Jen-Hsun Huang 2009 Annuity Trust and (b) 27,984

(1) shares of the Company's Common Stock held by the Lori Lynn Huang 2009 Annuity Trust. The value of the shares of the Company's Common Stock was the average of the high and low trading price (\$15.78) as reported on the NASDAQ Global Select Market on December 26, 2013.

(2) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.

(3) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.

(4) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.