



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 10, 2017, the Compensation and Corporate Governance Committee of the Board of Directors of VMware, Inc. (the “Company”) approved the amendment and restatement of the Company’s Executive Bonus Program, effective as of February 10, 2017, to change the cadence of the Executive Bonus Program’s bonus measurements, determinations and payouts from semi-annual to annual and to align the program with the Company’s new fiscal year.

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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.

VMware, Inc.

Date: February 15, 2017 By: /s/ S. Dawn Smith

S. Dawn Smith

Senior Vice President, Chief Legal Officer and Secretary