

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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REPORTING OWNER

HUANG JEN HSUN

CIK: 1197649  
Type: 4 | Act: 34 | File No.: 000-23985 | Film No.: 241549752

Mailing Address  
2788 SAN TOMAS  
EXPRESSWAY  
SANTA CLARA CA 95051

ISSUER

NVIDIA CORP

CIK: 1045810 | IRS No.: 943177549 | State of Incorporation: DE | Fiscal Year End: 0126  
SIC: 3674 Semiconductors & related devices

Mailing Address  
2788 SAN TOMAS  
EXPRESSWAY  
SANTA CLARA CA 95051

Business Address  
2788 SAN TOMAS  
EXPRESSWAY  
SANTA CLARA CA 95051  
408-486-2000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <u>HUANG JEN HSUN</u>  (Last) (First) (Middle)  <u>C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY</u>  (Street)  <u>SANTA CLARA, CA 95051</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NVIDIA CORP [NVDA]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2024</u>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>President and CEO</u>  6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/11/2024		<u>E</u>		63,835 <sup>(1)</sup>	<u>D</u>	\$135.07	75,288,131 <sup>(2)</sup>	<u>D</u>	
Common Stock								602,819,280	<u>I</u>	By Trust <sup>(3)</sup>
Common Stock								49,489,560	<u>I</u>	By Partnership <sup>(4)</sup>
Common Stock								22,280,000	<u>I</u>	By Irrevocable Trust <sup>(5)</sup>
Common Stock								50,078,000	<u>I</u>	By Irrevocable Remainder Trust <sup>(6)</sup>
Common Stock								29,684,280	<u>I</u>	The Lori Lynn Huang 2016 Annuity Trust II Agreement
Common Stock								29,684,280	<u>I</u>	The Jen-Hsun Huang 2016 Annuity Trust II Agreement

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

1. Represents shares withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
2. Includes 64,915 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
3. 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.
4. The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
5. The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
6. The shares are held by The Huang Irrevocable Remainder Trust u/a/d February 19, 2016, of which the Reporting Person is a trustee.

**Signatures**

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

\*\* Signature of Reporting Person

12/13/2024

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**