

NVIDIA CORP  
Form 8-K  
March 23, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 22, 2016

NVIDIA CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                          | 0-23985                     | 94-3177549                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>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 (see General Instruction A.2. below):

- ☐ 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))
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Item 8.01. Other Events.

On March 22, 2016, NVIDIA Corporation (“NVIDIA”) entered into an accelerated share repurchase agreement (the “ASR Agreement”) with Barclays Bank PLC (“Barclays”). NVIDIA will acquire the shares under the ASR Agreement as part of its previously announced intention to return \$1 billion to shareholders through ongoing quarterly cash dividends and share repurchases in the current fiscal year.

Pursuant to the terms of the ASR Agreement, NVIDIA will pay \$500 million to Barclays and receive 12,108,715 shares of NVIDIA common stock from Barclays. At settlement, Barclays may be required to deliver additional shares of common stock to NVIDIA, or, under certain circumstances, NVIDIA may be required to deliver shares of its common stock or may elect to make a cash payment to Barclays, based on the average of the daily volume-weighted average price of NVIDIA common stock during the term of the ASR Agreement.

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.

Date: March 23, 2016

NVIDIA Corporation

By: /s/ Colette M. Kress

Colette M. Kress

Executive Vice President and Chief Financial Officer