Kress Colette
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kress Colette

(Last) (First) (Middle)

C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	03/08/2019		A		7,900 (1)	A	$ 0 (2)	257,901	D	
Common	03/08/2019		A		25,600 (3)	A	$ 0 (2)	283,501	D	
Common	03/08/2019		A		2,600 (4)	A	$ 0 (2)	286,203 (5)	D	

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kress Colette C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051			EVP & Chief Financial Officer	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Colette Kress	03/12/2019
**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).
(1)	The restricted stock unit shall vest as to 25% of the shares on March 18, 2020 and 6.25% of the shares every three months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
(2)	The shares represent restricted stock units that were received as an award, for no consideration.
(3)	Represents the number of shares that will be earned, if at all, based on the achievement of a pre-established stretch operating plan performance goal during the Issuer's fiscal year ending January 26, 2020. This number represents 200% of the target compensation plan payout of 12,800 shares. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. If the pre-established performance threshold is achieved, the shares earned will vest as to 25% on March 18, 2020 and as to 6.25% of the shares every three months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.
(4)	Represents the number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from January 28, 2019 through January 30, 2022 at the stretch operating plan performance goal. This number represents 200% of the target award opportunity of 1,300 shares. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. If a pre-established

threshold is achieved, the shares earned will vest as to 100% on March 16, 2022, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.

(5) Includes 102 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 28, 2019.

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