

NVIDIA CORP  
Form 8-K  
May 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): May 18, 2016

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

Delaware                      0-23985              94-3177549  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Amendment and Restatement of Amended and Restated 2007 Equity Incentive Plan

On May 18, 2016, at the 2016 Annual Meeting of Stockholders, or the 2016 Annual Meeting, of NVIDIA Corporation, our stockholders approved an amendment and restatement of the NVIDIA Corporation Amended and Restated 2007 Equity Incentive Plan, or the 2007 Plan, to increase the available share reserve by 18,800,000 shares as described in our definitive proxy statement for the 2016 Annual Meeting filed with the Securities and Exchange Commission on April 7, 2016, or the Proxy Statement. The 2007 Plan previously had been approved, subject to stockholder approval, by the Compensation Committee of the Board of Directors of NVIDIA, or the Committee. A summary of the 2007 Plan is set forth in our Proxy Statement. That summary and the foregoing description of the 2007 Plan are qualified in their entirety by reference to the text of the 2007 Plan, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Amendment and Restatement of 2012 Employee Stock Purchase Plan

At the 2016 Annual Meeting, our stockholders also approved an amendment and restatement of the NVIDIA Corporation Amended and Restated 2012 Employee Stock Purchase Plan, or the 2012 Plan, to increase the available share reserve by 10,000,000 shares as described in the Proxy Statement. The 2012 Plan previously had been approved, subject to stockholder approval, by the Committee. A summary of the 2012 Plan is set forth in our Proxy Statement. That summary and the foregoing description of the 2012 Plan are qualified in their entirety by reference to the text of the 2012 Plan, which is filed as Exhibit 10.2 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2016 Annual Meeting, the following proposals were adopted by the margin indicated. Proxies for the 2016 Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition of management's solicitation.

1. The election of twelve (12) directors to serve for a one-year term until the 2017 Annual Meeting of Stockholders of NVIDIA Corporation. The results of the voting were as follows:

a. Robert K. Burgess

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 406,396,167 |
| Number of shares Withheld   | 609,979     |
| Number of shares Abstaining | 863,331     |
| Number of Broker Non-Votes  | 61,314,492  |

b. Tench Cox

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 401,503,666 |
| Number of shares Withheld   | 861,824     |
| Number of shares Abstaining | 5,503,987   |
| Number of Broker Non-Votes  | 61,314,492  |

c. Persis S. Drell

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 406,618,232 |
| Number of shares Withheld   | 656,972     |
| Number of shares Abstaining | 594,273     |
| Number of Broker Non-Votes  | 61,314,492  |



d. James C. Gaither

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 403,084,500 |
| Number of shares Withheld   | 1,313,960   |
| Number of shares Abstaining | 3,471,017   |
| Number of Broker Non-Votes  | 61,314,492  |

e. Jen-Hsun Huang

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 405,744,009 |
| Number of shares Withheld   | 403,096     |
| Number of shares Abstaining | 1,722,372   |
| Number of Broker Non-Votes  | 61,314,492  |

f. Dawn Hudson

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 406,878,070 |
| Number of shares Withheld   | 406,624     |
| Number of shares Abstaining | 584,783     |
| Number of Broker Non-Votes  | 61,314,492  |

g. Harvey C. Jones

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 403,048,625 |
| Number of shares Withheld   | 1,118,129   |
| Number of shares Abstaining | 3,702,723   |
| Number of Broker Non-Votes  | 61,314,492  |

h. Michael G. McCaffery

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 404,788,854 |
| Number of shares Withheld   | 782,230     |
| Number of shares Abstaining | 2,298,393   |
| Number of Broker Non-Votes  | 61,314,492  |

i. William J. Miller

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 399,927,158 |
| Number of shares Withheld   | 1,019,064   |
| Number of shares Abstaining | 6,923,255   |
| Number of Broker Non-Votes  | 61,314,492  |

j. Mark L. Perry

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 403,107,160 |
| Number of shares Withheld   | 663,217     |
| Number of shares Abstaining | 4,099,100   |
| Number of Broker Non-Votes  | 61,314,492  |

k. A. Brooke Seawell

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 403,297,620 |
| Number of shares Withheld   | 686,157     |
| Number of shares Abstaining | 3,885,700   |
| Number of Broker Non-Votes  | 61,314,492  |

l. Mark A. Stevens

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 404,079,206 |
| Number of shares Withheld   | 1,283,228   |
| Number of shares Abstaining | 2,507,043   |
| Number of Broker Non-Votes  | 61,314,492  |

2. The approval, on an advisory basis, of the compensation of our named executive officers as disclosed in the Proxy Statement. The results of the voting were as follows:

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 398,480,045 |
| Number of shares Against    | 8,260,412   |
| Number of shares Abstaining | 1,129,020   |
| Number of Broker Non-Votes  | 61,314,492  |

3. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered accounting firm for our fiscal year ending January 29, 2017. The results of the voting were as follows:

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 465,916,054 |
| Number of shares Against    | 2,821,978   |
| Number of shares Abstaining | 445,937     |
| Number of Broker Non-Votes  | —           |

4. The approval of the 2007 Plan. The results of the voting were as follows:

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 306,952,065 |
| Number of shares Against    | 100,422,286 |
| Number of shares Abstaining | 495,126     |
| Number of Broker Non-Votes  | 61,314,492  |

5. The approval of the 2012 Plan. The results of the voting were as follows:

|                             |             |
|-----------------------------|-------------|
| Number of shares For        | 405,733,504 |
| Number of shares Against    | 1,750,528   |
| Number of shares Abstaining | 385,445     |
| Number of Broker Non-Votes  | 61,314,492  |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description .                                          |
|-------------------|--------------------------------------------------------|
| 10.1              | Amended and Restated 2007 Equity Incentive Plan        |
| 10.2              | Amended and Restated 2012 Employee Stock Purchase Plan |

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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.

NVIDIA Corporation

Date: May 23, 2016 By: /s/ Rebecca Peters

Rebecca Peters

Vice President, Corporate Affairs and Assistant Secretary

EXHIBIT INDEX

| Exhibit<br>Number | Description .                                          |
|-------------------|--------------------------------------------------------|
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