

FORM 4

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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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Kress Colette <small>(Last) (First) (Middle)</small> C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY <small>(Street)</small> SANTA CLARA, CA 95051 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol NVIDIA CORP [NVDA] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/11/2024</p> 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/11/2024		F		68,620 ⁽¹⁾	D	\$135.07	3,418,242 ⁽²⁾⁽³⁾	D	
Common	12/13/2024		S ⁽⁴⁾		10,602	D	\$133.2352 ⁽⁵⁾	3,407,640	D	
Common	12/13/2024		S ⁽⁴⁾		28,003	D	\$134.0182 ⁽⁶⁾	3,379,637	D	
Common	12/13/2024		S ⁽⁴⁾		3,384	D	\$135.1413 ⁽⁷⁾	3,376,253	D	
Common	12/13/2024		S ⁽⁴⁾		2,618	D	\$136.0459 ⁽⁸⁾	3,373,635	D	
Common	12/13/2024		S ⁽⁴⁾		3,074	D	\$136.9946 ⁽⁹⁾	3,370,561	D	
Common	12/13/2024		S ⁽⁴⁾		13,330	D	\$138.1333 ⁽¹⁰⁾	3,357,231	D	
Common	12/13/2024		S ⁽⁴⁾		5,659	D	\$138.88 ⁽¹¹⁾	3,351,572	D	
Common								767,680	I	By Limited Liability Company
Common								4,000	I	By immediate family member 1
Common								4,000	I	By immediate family member 2
Common								733,676	I	Grantor Retained Annuity Trust 1
Common								733,676	I	Grantor Retained Annuity Trust 2

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 61,140 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (3) Excludes 733,676 shares contributed to Grantor Retained Annuity Trust 1 and 733,676 shares contributed to Grantor Retained Annuity Trust 2.
- (4) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 22, 2024.
- (5) Represents weighted average sales price. The shares were sold at prices ranging from \$132.59 to \$133.58. The Reporting Person will provide upon request, to the Securities and Exchange Commission (the "SEC"), the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) Represents weighted average sales price. The shares were sold at prices ranging from \$133.595 to \$134.57. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (7) Represents weighted average sales price. The shares were sold at prices ranging from \$134.605 to \$135.525. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (8) Represents weighted average sales price. The shares were sold at prices ranging from \$135.65 to \$136.525. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (9) Represents weighted average sales price. The shares were sold at prices ranging from \$136.61 to \$137.57. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (10) Represents weighted average sales price. The shares were sold at prices ranging from \$137.71 to \$138.50. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (11) Represents weighted average sales price. The shares were sold at prices ranging from \$138.59 to \$139.155. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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

12/13/2024

**Signature of Reporting Person

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.

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