

FORM 4

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

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.

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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

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 * JONES HARVEY C <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) 2/23/2024 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		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

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 Stock	6/29/2023		G	V	119,724	D	\$0	18,860	D	
Common Stock	6/29/2023		G	V	119,724	A	\$0	796,120	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		2,909	D	\$805.7369 ⁽²⁾	793,211	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		1,861	D	\$806.4855 ⁽³⁾	791,350	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		4,945	D	\$807.8962 ⁽⁴⁾	786,405	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		1,404	D	\$809.3397 ⁽⁵⁾	785,001	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		1,835	D	\$810.0574 ⁽⁶⁾	783,166	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		900	D	\$811.4433 ⁽⁷⁾	782,266	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		900	D	\$812.2833 ⁽⁸⁾	781,366	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		400	D	\$813.3775 ⁽⁹⁾	780,966	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		1,500	D	\$814.4853 ⁽¹⁰⁾	779,466	I	H.C. Jones Living

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			
										Trust ⁽¹⁾
Common Stock	2/23/2024		S		1,317	D	\$815.5542 ⁽¹¹⁾	778,149	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		8,960	D	\$816.8385 ⁽¹²⁾	769,189	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		16,290	D	\$817.7023 ⁽¹³⁾	752,899	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		11,185	D	\$818.6122 ⁽¹⁴⁾	741,714	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		5,282	D	\$819.6108 ⁽¹⁵⁾	736,432	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		2,854	D	\$820.599 ⁽¹⁶⁾	733,578	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		1,958	D	\$821.5435 ⁽¹⁷⁾	731,620	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		400	D	\$822.68 ⁽¹⁸⁾	731,220	I	H.C. Jones Living Trust ⁽¹⁾
Common Stock	2/23/2024		S		100	D	\$823.72	731,120	I	H.C. Jones Living Trust ⁽¹⁾

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				

Explanation of Responses:

- (1) Shares are held by H.C. Jones Living Trust, of which the Reporting Person is the trustee.
- (2) Represents weighted average sales price. The shares were sold at prices ranging from \$805.12 to \$806.10. 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.
- (3) Represents weighted average sales price. The shares were sold at prices ranging from \$806.25 to \$806.70. 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.
- (4) Represents weighted average sales price. The shares were sold at prices ranging from \$807.34 to \$808.17. 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.
- (5) Represents weighted average sales price. The shares were sold at prices ranging from \$808.80 to \$809.69. 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.
- (6) Represents weighted average sales price. The shares were sold at prices ranging from \$809.81 to \$810.56. 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 \$810.84 to \$811.79. 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 \$811.94 to \$812.79. 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 \$813.01 to \$813.58. 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 \$814.02 to \$814.94. 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 \$815.1202 to \$816.08. 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.
- (12) Represents weighted average sales price. The shares were sold at prices ranging from \$816.14 to \$817.13. 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.
- (13) Represents weighted average sales price. The shares were sold at prices ranging from \$817.14 to \$818.13. 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.
- (14) Represents weighted average sales price. The shares were sold at prices ranging from \$818.14 to \$819.13. 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.
- (15) Represents weighted average sales price. The shares were sold at prices ranging from \$819.16 to \$820.12. 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.
- (16) Represents weighted average sales price. The shares were sold at prices ranging from \$820.16 to \$821.00. 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.
- (17) Represents weighted average sales price. The shares were sold at prices ranging from \$821.206 to \$822.03. 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.
- (18) Represents weighted average sales price. The shares were sold at prices ranging from \$822.23 to \$823.06. 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
JONES HARVEY C C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X			

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Harvey C. Jones

2/27/2024

**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.

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 control number.