

FORM 4

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

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
PERRY MARK L (Last) (First) (Middle)		NVIDIA CORP [NVDA]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 6/23/2023			
SANTA CLARA, CA 95051 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		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	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.					

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	6/23/2023		A		650	A	\$0.11	13612	D	
Common Stock								138000	I	By Trust ⁽¹⁾
Common Stock								1000	I	The Zoe Blue Perry 2020 Irrevocable Trust ⁽¹⁾
Common Stock								1000	I	The Taylor William Perry 2023 Irrevocable 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	Title	Amount or Number of Shares				

Explanation of Responses:

- Annual grant in connection with service on the Board of Directors. The shares represent restricted stock units that were received as an award, for no consideration. The restricted stock units shall vest as to 50% of the shares on November 15, 2023 and 50% of the shares on May 15, 2024. If the Reporting Person's service as a director terminates at any time due to death, the grant shall immediately become fully vested.
- Held by The Perry & Pena Family Trust, of which Mr. Perry and his wife are co-trustees
- The shares are held by The Zoe Blue Perry 2020 Irrevocable Trust, of which the Reporting Person is a trustee. Mr. Perry disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein, if any.
- The shares are held by The Taylor William Perry 2023 Irrevocable Trust, of which the Reporting Person is a trustee. Mr. Perry disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein, if any.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY MARK L				

C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X			
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Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Mark L. Perry

6/27/2023

^{**}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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