

FORM 4

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**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 * STEVENS MARK A <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) 6/11/2024 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	6/11/2024		S		150,000	D	\$120.4219 (1)	9,846,240 (2)	I	By Trust (3)
Common Stock	6/12/2024		S		320,000	D	\$125.8773 (4)	9,526,240 (2)	I	By Trust (3)
Common Stock								17,251,950 (2)	I	By the Envy Trust (5)
Common Stock								12,918,530 (2)	D	

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) Represents weighted average sales price. The shares were sold at prices ranging from \$120.30 to \$120.65. 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.
- (2) Adjusted to reflect a ten-for-one forward split of the Issuer's common stock effective after market close on June 7, 2024.
- (3) Held by the Third Millennium Trust DTD 03/17/1999, of which the Reporting Person and his wife are co-trustees.
- (4) Represents weighted average sales price. The shares were sold at prices ranging from \$125.60 to \$126.06. 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.
- (5) Held by the Envy Trust u/a/d December 7, 2021, of which the Reporting Person is trustee.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS MARK A C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X			

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Mark A. Stevens

6/13/2024

**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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