

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 * HUANG JEN HSUN <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">3/6/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p align="center">President and CEO</p>
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

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	3/6/2024		A		100,982 ⁽¹⁾	A	\$0 ⁽²⁾	8,117,692	D	
Common Stock	3/6/2024		A		105,060 ⁽³⁾	A	\$0 ⁽²⁾	8,222,778 ⁽⁴⁾	D	
Common Stock								60,480,828	I	By Trust ⁽⁵⁾
Common Stock								4,948,956	I	By Partnership ⁽⁶⁾
Common Stock								2,228,000	I	By Irrevocable Trust ⁽⁷⁾
Common Stock								5,007,800	I	By Irrevocable Remainder Trust ⁽⁸⁾
Common Stock								2,969,628	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement
Common Stock								2,969,628	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement

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 the number of shares earned based on the achievement of a pre-established operating plan performance goal during the Issuer's fiscal year ended January 28, 2024. The shares earned will vest as to 25% on March 20, 2024 and as to 6.25% of the shares every three months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.

- (2) The shares represent restricted stock units that were received as an award, for no consideration.
- (3) Represents the number of shares earned based on achievement of a pre-established performance goal from January 31, 2021 through January 28, 2024. The shares earned will vest as to 100% on March 20, 2024, such that the shares will be fully vested on approximately the three (3) year anniversary of the date of grant.
- (4) Includes 26 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 29, 2024.
- (5) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (6) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (7) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
- (8) The shares are held by The Huang Irrevocable Remainder Trust u/a/d February 19, 2016, of which the Reporting Person is a trustee.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X		President and CEO	

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun Huang

3/8/2024

--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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