

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 * 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]	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) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/19/2025</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	3/19/2025		F		431,611 ⁽¹⁾	D	\$115.43	75,813,388 ⁽²⁾	D	
Common Stock								583,098,600 ⁽³⁾⁽⁴⁾	I	By Trust ⁽⁵⁾
Common Stock								49,489,560	I	By Partnership ⁽⁶⁾
Common Stock								22,280,000	I	By Irrevocable Trust ⁽⁷⁾
Common Stock								50,078,000	I	By Irrevocable Remainder Trust ⁽⁸⁾
Common Stock								29,544,620	I	By Grantor Retained Annuity Trust 1 ⁽⁹⁾
Common Stock								29,544,620	I	By Grantor Retained Annuity Trust 2 ⁽¹⁰⁾
Common Stock								10,000,000	I	By Limited Liability Company 1 ⁽¹¹⁾
Common Stock								10,000,000	I	By Limited Liability Company 2 ⁽¹²⁾

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 438,919 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (3) Reflects the transfers of 98,660 shares on March 24, 2022 and 41,000 shares on March 21, 2025 to satisfy annuity payments from each of The Lori Lynn Huang 2016 Annuity Trust II Agreement and The Jen-Hsun Huang 2016 Annuity Trust II Agreement to the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (4) Reflects 10,000,000 shares contributed by the Trust to each of TARG S and TARG M on March 20, 2025.
- (5) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Trust.
- (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.
- (9) The shares are held by The Lori Lynn Huang 2016 Annuity Trust II Agreement.
- (10) The shares are held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement.
- (11) The shares are held by TARG S LLC ("TARG S"), of which the Trust is the sole member.
- (12) The shares are held by TARG M LLC ("TARG M"), of which the Trust is the sole member.

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

3/21/2025

--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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