

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 * MCCAFFERY MICHAEL G <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">5/28/2024</p>	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)
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	5/28/2024		S		327	D	\$1,103.68 ⁽¹⁾	13,239	D	
Common Stock	5/28/2024		S		92	D	\$1,107.3 ⁽²⁾	13,147	D	
Common Stock	5/28/2024		S		105	D	\$1,109.28 ⁽³⁾	13,042	D	
Common Stock	5/28/2024		S		220	D	\$1,111.47 ⁽⁴⁾	12,822	D	
Common Stock	5/28/2024		S		141	D	\$1,112.76 ⁽⁵⁾	12,681	D	
Common Stock	5/28/2024		S		78	D	\$1,113.52 ⁽⁶⁾	12,603	D	
Common Stock	5/28/2024		S		195	D	\$1,114.51 ⁽⁷⁾	12,408	D	
Common Stock	5/28/2024		S		272	D	\$1,115.45 ⁽⁸⁾	12,136	D	
Common Stock	5/28/2024		S		232	D	\$1,117.53 ⁽⁹⁾	11,904	D	
Common Stock	5/28/2024		S		160	D	\$1,118.09 ⁽¹⁰⁾	11,744	D	
Common Stock	5/28/2024		S		120	D	\$1,119.41 ⁽¹¹⁾	11,624	D	
Common Stock	5/28/2024		S		122	D	\$1,120.72 ⁽¹²⁾	11,502	D	
Common Stock	5/28/2024		S		99	D	\$1,121.85 ⁽¹³⁾	11,403	D	
Common Stock	5/28/2024		S		30	D	\$1,122.81	11,373	D	
Common Stock	5/28/2024		S		33	D	\$1,125.14	11,340	D	
Common Stock	5/28/2024		S		126	D	\$1,126.65 ⁽¹⁴⁾	11,214	D	
Common Stock	5/28/2024		S		192	D	\$1,127.82 ⁽¹⁵⁾	11,022	D	
Common Stock	5/28/2024		S		39	D	\$1,129.16	10,983	D	
Common Stock	5/28/2024		S		89	D	\$1,130.56 ⁽¹⁶⁾	10,894	D	
Common Stock	5/28/2024		S		138	D	\$1,131.97 ⁽¹⁷⁾	10,756	D	
Common Stock	5/28/2024		S		28	D	\$1,133.07	10,728	D	
Common Stock	5/28/2024		S		57	D	\$1,134.73 ⁽¹⁸⁾	10,671	D	
Common Stock	5/28/2024		S		187	D	\$1,135.63 ⁽¹⁹⁾	10,484	D	
Common Stock	5/28/2024		S		231	D	\$1,136.91 ⁽²⁰⁾	10,253	D	
Common Stock	5/28/2024		S		141	D	\$1,138.33 ⁽²¹⁾	10,112	D	
Common Stock	5/28/2024		S		91	D	\$1,139.59 ⁽²²⁾	10,021	D	
Common Stock	5/28/2024		S		124	D	\$1,140.63 ⁽²³⁾	9,897	D	
Common Stock	5/28/2024		S		129	D	\$1,142.08 ⁽²⁴⁾	9,768	D	

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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	5/28/2024		S		48	D	\$1,143.77 (22)	9,720	D	
Common Stock	5/28/2024		S		33	D	\$1,145.27	9,687	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 \$1,102.80 to \$1,103.77. 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) Represents weighted average sales price. The shares were sold at prices ranging from \$1,106.99 to \$1,107.50. 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 \$1,109.21 to \$1,109.35. 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 \$1,111.13 to \$1,111.84. 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 \$1,112.57 to \$1,112.98. 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 \$1,113.46 to \$1,113.57. 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 \$1,114.02 to \$1,114.93. 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 \$1,115.08 to \$1,115.91. 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 \$1,116.80 to \$1,117.74. 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 \$1,117.85 to \$1,118.40. 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 \$1,119.29 to \$1,119.52. 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 \$1,120.36 to \$1,121.30. 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 \$1,121.68 to \$1,121.99. 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 \$1,126.15 to \$1,127.09. 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 \$1,127.46 to \$1,128.35. 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 \$1,130.36 to \$1,130.94. 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.
- (17) Represents weighted average sales price. The shares were sold at prices ranging from \$1,131.82 to \$1,132.37. 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 \$1,134.07 to \$1,134.93. 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.
- (19) Represents weighted average sales price. The shares were sold at prices ranging from \$1,135.28 to \$1,136.02. 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.
- (20) Represents weighted average sales price. The shares were sold at prices ranging from \$1,136.50 to \$1,137.45. 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.

- (21) Represents weighted average sales price. The shares were sold at prices ranging from \$1,137.78 to \$1,138.60. 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.
- (22) Represents weighted average sales price. The shares were sold at prices ranging from \$1,139.15 to \$1,140.09. 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.
- (23) Represents weighted average sales price. The shares were sold at prices ranging from \$1,140.37 to \$1,141.26. 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.
- (24) Represents weighted average sales price. The shares were sold at prices ranging from \$1,142.00 to \$1,142.34. 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.
- (25) Represents weighted average sales price. The shares were sold at prices ranging from \$1,143.29 to \$1,143.90. 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.

Remarks:

This is the first of two Form 4s being filed for the same Reporting Person for transactions made on May 28, 2024.

Reporting Owners

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

Signatures

/s/ Tina Ashcraft, Attorney-in-Fact for Michael G. McCaffery

5/30/2024

**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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