

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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.

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

**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 _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/2/2025</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	6/2/2025		G		660,000	D	\$0 ⁽¹⁾	582,503,470 ⁽²⁾	I	By Trust ⁽³⁾
Common Stock								75,813,388	D	
Common Stock								49,489,560	I	By Partnership ⁽⁴⁾
Common Stock								22,280,000	I	By Irrevocable Trust ⁽⁵⁾
Common Stock								50,078,000	I	By Irrevocable Remainder Trust ⁽⁶⁾
Common Stock								29,512,185	I	By Grantor Retained Annuity Trust 1 ⁽⁷⁾
Common Stock								29,512,185	I	By Grantor Retained Annuity Trust 2 ⁽⁸⁾
Common Stock								10,000,000	I	By Limited Liability Company 1 ⁽⁹⁾
Common Stock								10,000,000	I	By Limited Liability Company 2 ⁽¹⁰⁾

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) Gifts without consideration 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 440,000 shares of the Issuer's common stock to The Jen-Hsun & Lori Huang Foundation, a 501(c)(3) charitable organization, and 220,000 shares of the Issuer's common stock to a donor-advised fund.
- (2) Reflects the transfers of 32,435 shares on June 2, 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 Trust, of which the Reporting Person is a trustee.
- (3) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Trust.
- (4) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (5) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
- (6) The shares are held by The Huang Irrevocable Remainder Trust u/a/d February 19, 2016, of which the Reporting Person is a trustee.
- (7) The shares are held by The Lori Lynn Huang 2016 Annuity Trust II Agreement.
- (8) The shares are held by The Jen-Hsun Huang 2016 Annuity Trust II Agreement.
- (9) The shares are held by TARG S LLC, of which the Trust is the sole member.
- (10) The shares are held by TARG M LLC, 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

6/4/2025

--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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