

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.

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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] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/17/2024</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	6/17/2024		S ⁽¹⁾		655	D	\$129.7985 ⁽²⁾	81,238,175	D	
Common Stock	6/17/2024		S ⁽¹⁾		24,748	D	\$130.7238 ⁽³⁾	81,213,427	D	
Common Stock	6/17/2024		S ⁽¹⁾		38,788	D	\$131.5125 ⁽⁴⁾	81,174,639	D	
Common Stock	6/17/2024		S ⁽¹⁾		49,162	D	\$132.297 ⁽⁵⁾	81,125,477	D	
Common Stock	6/17/2024		S ⁽¹⁾		6,647	D	\$133.3176 ⁽⁶⁾	81,118,830	D	
Common Stock	6/18/2024		S ⁽¹⁾		905	D	\$130.8833 ⁽⁷⁾	81,117,925	D	
Common Stock	6/18/2024		S ⁽¹⁾		16,318	D	\$131.5792 ⁽⁸⁾	81,101,607	D	
Common Stock	6/18/2024		S ⁽¹⁾		7,255	D	\$132.5703 ⁽⁹⁾	81,094,352	D	
Common Stock	6/18/2024		S ⁽¹⁾		33,651	D	\$133.2829 ⁽⁹⁾	81,060,701	D	
Common Stock	6/18/2024		S ⁽¹⁾		19,078	D	\$134.4696 ⁽¹⁰⁾	81,041,623	D	
Common Stock	6/18/2024		S ⁽¹⁾		38,066	D	\$135.6103 ⁽¹¹⁾	81,003,557	D	
Common Stock	6/18/2024		S ⁽¹⁾		4,727	D	\$136.1154 ⁽¹²⁾	80,998,830	D	
Common Stock								604,832,280	I	By Trust ⁽¹³⁾
Common Stock								49,489,560	I	By Partnership ⁽¹⁴⁾
Common Stock								22,280,000	I	By Irrevocable Trust ⁽¹⁵⁾
Common Stock								50,078,000	I	By Irrevocable Remainder Trust ⁽¹⁶⁾
Common Stock								29,684,280	I	The Lori Lynn Huang 2016 Annuity Trust II Agreement
Common Stock								29,684,280	I	The Jen-Hsun Huang 2016 Annuity Trust II Agreement

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative 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) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 14, 2024.
- (2) Represents weighted average sales price. The shares were sold at prices ranging from \$129.65 to \$129.90. 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.
- (3) Represents weighted average sales price. The shares were sold at prices ranging from \$130.04 to \$130.99. 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.
- (4) Represents weighted average sales price. The shares were sold at prices ranging from \$131.00 to \$131.99. 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.
- (5) Represents weighted average sales price. The shares were sold at prices ranging from \$132.00 to \$132.99. 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.
- (6) Represents weighted average sales price. The shares were sold at prices ranging from \$133.00 to \$133.65. 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 \$130.83 to \$130.92. 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 \$131.01 to \$131.99. 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.
- (9) Represents weighted average sales price. The shares were sold at prices ranging from \$133.00 to \$133.98. 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.
- (10) Represents weighted average sales price. The shares were sold at prices ranging from \$134.04 to \$134.99. 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.
- (11) Represents weighted average sales price. The shares were sold at prices ranging from \$135.01 to \$135.99. 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.
- (12) Represents weighted average sales price. The shares were sold at prices ranging from \$136.00 to \$136.23. 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) 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.
- (14) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (15) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
- (16) 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

6/20/2024

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.