

# 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  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

## 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

|                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>HUANG JEN HSUN</b><br><br><small>(Last) (First) (Middle)</small><br><br><b>C/O NVIDIA CORPORATION, 2788<br/>SAN TOMAS EXPRESSWAY</b><br><br><small>(Street)</small><br><br><b>SANTA CLARA, CA 95051</b><br><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>NVIDIA CORP [ NVDA ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><b>9/6/2024</b><br><br><b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span><br><b>President and CEO</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |                            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|----------------------------------------------------------------------|------------|----------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
|                                    |                |                                   | Code                         | V | Amount                                                               | (A) or (D) | Price                      |                                                                                                  |                                                          |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 70                                                                   | D          | \$100.99                   | 76,135,766                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 15,831                                                               | D          | \$101.7539 <sup>(2)</sup>  | 76,119,935                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 48,502                                                               | D          | \$102.4629 <sup>(2)</sup>  | 76,071,433                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 22,625                                                               | D          | \$103.2694 <sup>(4)</sup>  | 76,048,808                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 12,371                                                               | D          | \$104.603 <sup>(5)</sup>   | 76,036,437                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 10,622                                                               | D          | \$105.3727 <sup>(6)</sup>  | 76,025,815                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 3,953                                                                | D          | \$106.2611 <sup>(7)</sup>  | 76,021,862                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 5,794                                                                | D          | \$107.4849 <sup>(8)</sup>  | 76,016,068                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/6/2024       |                                   | S <sup>(1)</sup>             |   | 232                                                                  | D          | \$108                      | 76,015,836                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/9/2024       |                                   | S <sup>(1)</sup>             |   | 3,077                                                                | D          | \$103.9209 <sup>(9)</sup>  | 76,012,759                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/9/2024       |                                   | S <sup>(1)</sup>             |   | 27,423                                                               | D          | \$104.5483 <sup>(10)</sup> | 75,985,336                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/9/2024       |                                   | S <sup>(1)</sup>             |   | 70,982                                                               | D          | \$105.4773 <sup>(6)</sup>  | 75,914,354                                                                                       | D                                                        |                                                          |
| Common Stock                       | 9/9/2024       |                                   | S <sup>(1)</sup>             |   | 18,518                                                               | D          | \$106.1575 <sup>(11)</sup> | 75,895,836                                                                                       | D                                                        |                                                          |
| Common Stock                       |                |                                   |                              |   |                                                                      |            |                            | 604,387,280                                                                                      | I                                                        | By Trust <sup>(12)</sup>                                 |
| Common Stock                       |                |                                   |                              |   |                                                                      |            |                            | 49,489,560                                                                                       | I                                                        | By Partnership <sup>(13)</sup>                           |
| Common Stock                       |                |                                   |                              |   |                                                                      |            |                            | 22,280,000                                                                                       | I                                                        | By Irrevocable Trust <sup>(14)</sup>                     |
| Common Stock                       |                |                                   |                              |   |                                                                      |            |                            | 50,078,000                                                                                       | I                                                        | By Irrevocable Remainder Trust <sup>(15)</sup>           |
| 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 \$101.02 to \$101.99. 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.
- (3) Represents weighted average sales price. The shares were sold at prices ranging from \$102.00 to \$102.99. 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 \$103.00 to \$103.99. 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 \$104.01 to \$104.99. 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 \$105.00 to \$105.99. 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.
- (7) Represents weighted average sales price. The shares were sold at prices ranging from \$106.00 to \$106.82. 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 \$107.00 to \$107.94. 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.
- (9) Represents weighted average sales price. The shares were sold at prices ranging from \$103.72 to \$103.99. 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.
- (10) Represents weighted average sales price. The shares were sold at prices ranging from \$104.00 to \$104.99. 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 \$106.00 to \$106.49. 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) 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.
- (13) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (14) The shares are held by The Huang 2012 Irrevocable Trust, of which the Reporting Person is a trustee.
- (15) 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<br>C/O NVIDIA CORPORATION<br>2788 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95051 | X             |           | President and CEO |       |

**Signatures**

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

9/10/2024

\*\*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.