VMWARE, INC. Form 4/A February 10, 2017

#### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dell Technologies Inc Issuer Symbol VMWARE, INC. [VMW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X\_\_ 10% Owner \_ Other (specify Officer (give title ONE DELL WAY 12/19/2016 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person 12/20/2016 \_X\_ Form filed by More than One Reporting ROUND ROCK, TX 78682 Person

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative S	ecuriti	es Acquired	, Disposed of, or	Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities of Disposed of (Instr. 3, 4 an	(D)	red (A) or	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)
Class A Common Stock	12/19/2016		S	4,775,142	D	\$ 80.1712 (1)	38,250,166	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dell Technologies Inc ONE DELL WAY ROUND ROCK, TX 78682		X				
EMC CORP ONE DELL WAY ROUND ROCK, TX 78682		X				

# **Signatures**

Dell Technologies Inc. By: /s/ Janet B. Wright, Senior Vice President & Assistant
Secretary

O2/10/2017

\*\*Signature of Reporting Person

Date

EMC Corporation By: /s/ Janet B. Wright, Senior Vice President & Assistant Secretary

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* 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).
- This Form 4/A is being filed to provide the final price per share paid for the Class A Common Stock in the reported transaction, which was calculated in the manner reported in the Form 4 filed by the Reporting Persons on December 20, 2016. The Reporting Persons are filing a separate Form 4 filing reporting the additional shares of Class A Common Stock sold in the transaction, expected to close on February 15, 2017.

The 4,775,142 shares of Class A Common Stock sold in the reported transaction, which closed on December 22, 2016, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Following the reported transaction, EMC is the record holder of 35,139,359 shares of the 38,250,166 shares of Class A Common Stock reported in Column 5 of Table I, and EMC Equity Assets LLC is the record holder of the remainder of the shares of Class A Common Stock reported in Column 5 of Table I. EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. through its directly held wholly-owned subsidiary Denali Intermediate Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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