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 APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 MICHAEL S** Issuer Symbol VMWARE, INC. [VMW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ 10% Owner \_X\_\_ Director X\_ Officer (give title \_\_Other (specify ONE DELL WAY 12/19/2016 below) Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 12/20/2016 Form filed by More than One Reporting **ROUND ROCK, TX 78682** Person

(City)	(State)	(Zip) Ta	ble I - Nor	n-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. Transacti Code (Instr. 8)	(Instr. 3, 4 and 5) 8)			TransactionDisposed of (D)  Code (Instr. 3, 4 and 5)  (Instr. 8)  Securities Owned Disposed of (D)  Following or Reported (I)		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	See	
Common Stock	12/19/2016		S	4,775,142	D	80.1712 (1)	38,250,166	I	Footnotes (2) (3)	

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

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SEC 1474

(9-02)

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

#### Edgar Filing: VMWARE, INC. - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date	Expiration	or			
						Exercisable	Date		umber		
								of			
				Code V	(A) (D)			Sł	hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Topolonia o Hina Huma / Huma oss	Director	10% Owner	Officer	Other				
DELL MICHAEL S								
ONE DELL WAY	X	X	Chairman of the Board					
ROUND ROCK, TX 78682								

## **Signatures**

/s/ Janet B. Wright,
Attorney-in-Fact
02/10/2017

\*\*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 Person on December 20, 2016. The Reporting Person is 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. (the "Company") through its directly held wholly-owned subsidiary Denali Intermediate Inc. The reporting person may be deemed to beneficially own securities held by EMC and EMC Equity Assets LLC by reason of his ownership of securities representing a majority of the voting power represented by all voting securities of the Company. [footnote cont'd]
- (3) [continuation] The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by EMC and EMC Equity Assets LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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