

NVIDIA CORP
Form 8-K
May 28, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 23, 2014

NVIDIA CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 0-23985 (Commission File Number) | 94-3177549 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 2701 San Tomas Expressway, Santa Clara, CA (Address of principal executive offices) | 95050 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (408) 486-2000
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Amendment and Restatement of Amended and Restated 2007 Equity Incentive Plan

On May 23, 2014, at the 2014 Annual Meeting of Stockholders, or the 2014 Annual Meeting, of NVIDIA Corporation, our stockholders approved an amendment and restatement of the NVIDIA Corporation Amended and Restated 2007 Equity Incentive Plan, or the 2007 Plan, to increase the available share reserve by ten million (10,000,000) shares as described in our definitive proxy statement for the 2014 Annual Meeting filed with the Securities and Exchange Commission on April 10, 2014, or the Proxy Statement. The 2007 Plan previously had been approved, subject to stockholder approval, by the Compensation Committee of the Board of Directors of NVIDIA, or the Committee. A summary of the 2007 Plan is set forth in our Proxy Statement. That summary and the foregoing description of the 2007 Plan are qualified in their entirety by reference to the text of the 2007 Plan, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Amendment and Restatement of 2012 Employee Stock Purchase Plan

At the 2014 Annual Meeting, our stockholders also approved an amendment and restatement of the NVIDIA Corporation 2012 Employee Stock Purchase Plan, or the 2012 Plan, to increase the available share reserve by twelve million five hundred thousand shares (12,500,000) as described in the Proxy Statement. The 2012 Plan previously had been approved, subject to stockholder approval, by the Committee. A summary of the 2012 Plan is set forth in our Proxy Statement. That summary and the foregoing description of the 2012 Plan are qualified in their entirety by reference to the text of the 2012 Plan, which is filed as Exhibit 10.2 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2014 Annual Meeting, the following proposals were adopted by the margin indicated. Proxies for the 2014 Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition of management's solicitation.

1. The election of ten (10) directors to serve for a one-year term until the 2015 Annual Meeting of Stockholders of NVIDIA Corporation. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| a. Robert K. Burgess | |
| Number of shares For | 382,157,879 |
| Number of shares Withheld | 2,949,266 |
| Number of shares Abstaining | 443,596 |
| Number of Broker Non-Votes | 67,829,011 |
| b. Tench Coxe | |
| Number of shares For | 366,436,210 |
| Number of shares Withheld | 18,530,072 |
| Number of shares Abstaining | 584,459 |
| Number of Broker Non-Votes | 67,829,011 |
| c. James C. Gaither | |
| Number of shares For | 362,764,968 |
| Number of shares Withheld | 22,197,729 |
| Number of shares Abstaining | 588,044 |
| Number of Broker Non-Votes | 67,829,011 |

| | |
|-----------------------------|-------------|
| d. Jen-Hsun Huang | |
| Number of shares For | 381,738,305 |
| Number of shares Withheld | 3,385,064 |
| Number of shares Abstaining | 427,372 |
| Number of Broker Non-Votes | 67,829,011 |
| e. Dawn Hudson | |
| Number of shares For | 382,099,474 |
| Number of shares Withheld | 3,022,721 |
| Number of shares Abstaining | 428,546 |
| Number of Broker Non-Votes | 67,829,011 |
| f. Harvey C. Jones | |
| Number of shares For | 372,049,298 |
| Number of shares Withheld | 12,924,284 |
| Number of shares Abstaining | 577,159 |
| Number of Broker Non-Votes | 67,829,011 |
| g. William J. Miller | |
| Number of shares For | 355,919,869 |
| Number of shares Withheld | 28,997,002 |
| Number of shares Abstaining | 633,870 |
| Number of Broker Non-Votes | 67,829,011 |
| h. Mark L. Perry | |
| Number of shares For | 384,569,882 |
| Number of shares Withheld | 538,597 |
| Number of shares Abstaining | 442,262 |
| Number of Broker Non-Votes | 67,829,011 |
| i. A. Brooke Seawell | |
| Number of shares For | 368,237,752 |
| Number of shares Withheld | 16,725,278 |
| Number of shares Abstaining | 587,711 |
| Number of Broker Non-Votes | 67,829,011 |
| j. Mark A. Stevens | |
| Number of shares For | 376,663,860 |
| Number of shares Withheld | 8,445,490 |
| Number of shares Abstaining | 441,391 |
| Number of Broker Non-Votes | 67,829,011 |

2. The approval, on an advisory basis, of the compensation of our named executive officers as disclosed in our Proxy Statement. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| Number of shares For | 377,792,413 |
| Number of shares Against | 7,170,689 |
| Number of shares Abstaining | 587,639 |
| Number of Broker Non-Votes | 67,829,011 |

3. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered accounting firm for our fiscal year ending January 25, 2015. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| Number of shares For | 450,846,754 |
| Number of shares Against | 1,968,575 |
| Number of shares Abstaining | 564,423 |
| Number of Broker Non-Votes | — |

4. The approval of the amendment and restatement of the 2007 Plan. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| Number of shares For | 285,091,747 |
| Number of shares Against | 99,912,840 |
| Number of shares Abstaining | 546,154 |
| Number of Broker Non-Votes | 67,829,011 |

5. The approval of the amendment and restatement of the 2012 Plan. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| Number of shares For | 381,481,675 |
| Number of shares Against | 3,541,580 |
| Number of shares Abstaining | 527,486 |
| Number of Broker Non-Votes | 67,829,011 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description . |
|----------------|--|
| 10.1(1) | Amended and Restated 2007 Equity Incentive Plan |
| 10.2(2) | Amended and Restated 2012 Employee Stock Purchase Plan |

(1) Filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 000-23985, filed with the Securities and Exchange Commission on April 10, 2014, and incorporated herein by reference.

(2) Filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, File No. 000-23985, filed with the Securities and Exchange Commission on April 10, 2014, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 28, 2014

NVIDIA Corporation

By: /s/ David M. Shannon

David M. Shannon

Executive Vice President, Chief Administrative Officer
and Secretary

EXHIBIT INDEX

| Exhibit Number | Description . |
|-------------------|--|
| 10.1(1) | Amended and Restated 2007 Equity Incentive Plan |
| 10.2(2) | Amended and Restated 2012 Employee Stock Purchase Plan |

(1) Filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 000-23985, filed with the Securities and Exchange Commission on April 10, 2014, and incorporated herein by reference.

(2) Filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, File No. 000-23985, filed with the Securities and Exchange Commission on April 10, 2014, and incorporated herein by reference.