NVIDIA CORP
Form SC TO-I/A
January 05, 2007

As filed with the Securities and Exchange Commission on January 5, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 13e-4)

(Amendment No. 4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

NVIDIA CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

OPTIONS TO PURCHASE COMMON STOCK

par value $.001 per share

(Title of Class of Securities)

67066G 10 4

(CUSIP Number of Class of Securities of Underlying Common Stock)

Jen-Hsun Huang

President and Chief Executive Officer

NVIDIA Corporation

2701 San Tomas Expressway

Santa Clara, California 95050

(408) 486-2000

(Name, address and telephone number of person authorized to receive notices and

communications on behalf of filing person)

Copies to:

David M. Shannon, Esq.

NVIDIA Corporation

2701 San Tomas Expressway

Santa Clara, California 95050

(408) 486-2000

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Palo Alto, CA 94306-2155

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CALCULATION OF FILING FEE

Transaction Valuation*	**Amount of Filing Fee****
$77,860,517	$8,332

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 6,786,720 shares of common stock of NVIDIA Corporation having an aggregate maximum value of $77,860,517 as of November 28, 2006 will be amended pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals $107.00 per million of the aggregate amount of transaction value. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used for any other purpose. The filing fee was previously paid with the Schedule TO filed with the Securities and Exchange Commission on November 29, 2006, as noted below.

x **Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: $8,332 **Filing Party:** NVIDIA Corporation

Form or Registration No.: 005-56649 **Date Filed:** November 29, 2006

¨ **Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**
Check the appropriate boxes below to designate any transactions to which the statement relates:

¨ Third-party tender offer subject to Rule 14d-1.

x Issuer tender offer subject to Rule 13e-4.

¨ Going-private transaction subject to Rule 13e-3.

¨ Amendment to Schedule 13D under Rule 13d-2.
Check the following box if the filing is a final amendment reporting the results of the tender offer: x

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CUSIP NO. 67066G 10 4

SCHEDULE TO

(AMENDMENT NO. 4)

This Amendment No. 4 (the Amendment) to the Tender Offer Statement on Schedule TO filed by NVIDIA Corporation (the Company) with the Securities and Exchange Commission on November 29, 2006, as amended and supplemented by Amendment No. 1 filed with the Securities and Exchange Commission (the SEC) on December 5, 2006 (Amendment No. 1), Amendment No. 2 filed with the SEC on December 11, 2006 (Amendment No. 2) and Amendment No. 3 filed with the SEC on December 14, 2006 (Amendment No. 3), is the final amendment relating to the Offer by the Company to amend certain outstanding options. This Amendment reports the result of the Offer and is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) promulgated under the Securities Exchange Act of 1934, as amended. Except as amended and supplemented hereby and by Amendment No. 1, Amendment No. 2 and Amendment No. 3, all terms of the Offer and the Offering Memorandum and all disclosure set forth in the Schedule TO and the Exhibits thereto remain unchanged.

SCHEDULE TO

(AMENDMENT NO. 4)

ITEM 12. EXHIBITS.
Item 12 of the Schedule TO is hereby amended and restated as follows:

Exhibit Number	Description
99.(a)(1)(A)*	Offer to Amend Eligible Option Grants, dated November 29, 2006.
99.(a)(1)(B)*	Email of Announcement of Offer.
99.(a)(1)(C)*	Frequently Asked Questions: Section 409A.
99.(a)(1)(D)*	Memorandum from Marv Burkett to All Employees.
99.(a)(1)(E)*	Deloitte Tax LLP Employee Presentation Materials.
99.(a)(1)(F)*	Form of Email Regarding Eligible Option Grant Detail Statement.
99.(a)(1)(G)*	Form of Eligible Option Grant Detail Statement.
99.(a)(1)(H)*	Screenshot of Welcome Screen to https://tenderoffer.nvidia.com.
99.(a)(1)(I)*	Form of Email Statement of Reminder: Tender Offer Election Required.
99.(a)(1)(J)*	Form of Email Statement Regarding Election Confirmation Statement (Pre-Expiration Time).
99.(a)(1)(K)*	Screenshot of Electronic Election Form(s) Screenshots 1-3.
99.(a)(1)(L)*	Screenshot of Agreement of Terms of Election.
99.(a)(1)(M)*	Screenshot of Election Confirmation Statement.
99.(a)(1)(N)*	Form of Email Statement Regarding Election Confirmation Statement (Post-Expiration Time).
99.(a)(1)(O)*	Screenshot of NVINFO Tender Offer Webpage.
99.(a)(1)(P)*	Paper Election Form.
99.(a)(1)(Q)	Reserved.
99.(a)(1)(R)	NVIDIA Corporation s amended Annual Report on Form 10-K/A, for its fiscal year ended January 29, 2006, filed with the SEC on November 29, 2006 and incorporated herein by reference.
99.(a)(1)(S)	NVIDIA Corporation s Quarterly Report on Form 10-Q, for its fiscal quarter ended July 30, 2006, filed with the SEC on November 29, 2006, and incorporated herein by reference.
99.(a)(1)(T)**	Form of Email Statement Regarding Eligible Option Grant Exercises.
99.(a)(1)(U)**	Amendment No. 1 to the Offer to Amend Eligible Option Grants.
99.(a)(1)(V)**	Form of Email Statement Regarding Amendment No. 1 to the Offer to Amend Eligible Stock Option Grants.
99.(a)(1)(W)***	Amendment No. 2 to the Offer to Amend Eligible Option Grants.
99.(a)(1)(X)***	Form of Email Statement Regarding Amendment No. 2 to the Offer to Amend Eligible Stock Option Grants.
99.(a)(1)(Y)****	Form of Email Statement Regarding Additional Information Sessions on December 18th.
99.(a)(1)(Z)	Amendment No. 3 to the Offer to Amend Eligible Option Grants.
99.(b)	Not applicable.
99.(c)	Not applicable.

99.(d)(1)(A)*	NVIDIA Corporation s 2000 Nonstatutory Equity Incentive Plan, as amended.

Exhibit Number	Description
99.(d)(1)(B)*	2000 Nonstatutory Equity Incentive Plan NSO.
99.(d)(1)(C)	NVIDIA Corporation s 1998 Equity Incentive Plan, as amended, filed as Exhibit 10.2 to the Current Report on Form 8-K, filed with the SEC on March 13, 2006 and incorporated herein by reference.
99.(d)(1)(D)	1998 Equity Incentive Plan ISO, as amended, filed as Exhibit 10.5 to the Quarterly Report on Form 10-Q for the fiscal quarter ended October 24, 2004, filed with the SEC on November 22, 2004 and incorporated herein by reference.
99.(d)(1)(E)	1998 Equity Incentive Plan NSO, as amended, filed as Exhibit 10.6 to the Quarterly Report on Form 10-Q for the fiscal quarter ended October 24, 2004, filed with the SEC on November 22, 2004 and incorporated herein by reference.
99.(d)(1)(F)	Certificate of Stock Option Grant, as amended, filed as Exhibit 10.7 to the Quarterly Report on Form 10-Q for the fiscal quarter ended October 24, 2004, filed with the SEC on November 22, 2004 and incorporated herein by reference.
99.(d)(1)(G)	Agreement and Plan of Merger among NVIDIA Corporation, Partridge Acquisition, Inc. and PortalPlayer, Inc., dated November 6, 2006, filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the SEC on November 9, 2006 and incorporated herein by reference.
99.(e)	Not applicable.
99.(f)	Not applicable.
99.(g)	Not applicable.
99.(h)	Not applicable.

* Previously filed with the Schedule TO filed with the SEC on November 29, 2006, and incorporated herein by reference.
** Previously filed with the Schedule TO/A filed with the SEC on December 5, 2006, and incorporated herein by reference.
*** Previously filed with the Schedule TO/A filed with the SEC on December 11, 2006, and incorporated herein by reference.
**** Previously filed with the Schedule TO/A filed with the SEC on December 14, 2006, and incorporated herein by reference.

SCHEDULE TO

(AMENDMENT NO. 4)

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 5, 2007

NVIDIA CORPORATION

By: /s/ Marvin D. Burkett
Marvin D. Burkett
Chief Financial Officer

SCHEDULE TO

(AMENDMENT NO. 4)

INDEX OF EXHIBITS

The Index of Exhibits to the Schedule TO is hereby amended and restated as follows:

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