

DELL MICHAEL S
Form 4/A
November 03, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DELL MICHAEL S

(Last) (First) (Middle)

ONE DELL WAY

(Street)

ROUND ROCK, TX 78682

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VMWARE, INC. [VMW]

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/13/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	09/11/2017		S	2,308,807	D	\$ 109.31 (1)	31,114,287 I See Footnotes (2) (3)

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

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information contained in this form are not
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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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELL MICHAEL S ONE DELL WAY ROUND ROCK, TX 78682	X	X		

Signatures

/s/ Janet M. Bawcom,
Attorney-in-Fact

11/03/2017

__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).

(1) 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 September 13, 2017. The Reporting Person is filing a separate report on Form 4 reporting the sale of additional shares of Class A Common Stock in the transaction, which closed on November 3, 2017.

(2) The 2,308,807 shares of Class A Common Stock sold in the reported transaction, which closed on September 14, 2017, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Of the 31,114,287 shares of Class A Common Stock reported in Column 5 of Table I, (a) EMC is the record holder of 10,149,359 shares, (b) VMW Holdco LLC, a direct wholly-owned subsidiary of EMC, is the record holder of 20,000,000 shares, and (c) EMC Equity Assets LLC is the record holder of 964,928 shares. 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. [footnote cont'd]

(3) [continuation] The reporting person may be deemed to beneficially own securities held by EMC, VMW Holdco LLC 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. The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by EMC, VMW Holdco LLC 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.

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