

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name NVIDIA CORPORATION		2 Issuer's employer identification number (EIN) 94-3177549	
3 Name of contact for additional information INVESTOR RELATIONS	4 Telephone No. of contact 408-486-2000	5 Email address of contact IR@NVIDIA.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2788 SAN TOMAS EXPRESSWAY		7 City, town, or post office, state, and ZIP code of contact SANTA CLARA, CA 95051	
8 Date of action 3/17/2017, 6/14/2017, 9/18/2017, 12/15/2017		9 Classification and description COMMON STOCK	
10 CUSIP number 67066G104	11 Serial number(s) N/A	12 Ticker symbol NVDA	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE FILING OF THIS FORM 8937 REPORTING ORGANIZATIONAL ACTIONS BY THE ISSUER IS INTENDED TO UPDATE PREVIOUS FILINGS REPORTED ON FORM 8937 IN THE COURSE OF CALENDAR YEAR 2017 FOR DISTRIBUTIONS MADE ON MARCH 17, 2017, JUNE 14, 2017, AND SEPTEMBER 18, 2017.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE ISSUER IS EXPECTING TO HAVE POSITIVE CURRENT EARNINGS AND PROFITS IN EXCESS OF THE CASH DISTRIBUTIONS, BASED ON REASONABLE ASSUMPTIONS CURRENTLY AVAILABLE. OF THE TOTAL CASH DISTRIBUTIONS PAID IN 2017, 100 PERCENT ARE EXPECTED TO BE TAXABLE. THIS REFLECTS A CHANGE IN THE TAX TREATMENT COMPARED WITH PRIOR 2017 FORM 8937 FILINGS, WHICH TREATED SUCH DISTRIBUTIONS AS A RETURN OF CAPITAL.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **SEE #15 ABOVE.**


Part II Organizational Action (continued)

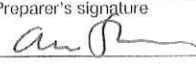
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
DISTRIBUTIONS TO SHAREHOLDERS TO THE EXTENT OF THE CORPORATION'S EARNINGS AND PROFITS ARE REPORTED AS TAXABLE DIVIDENDS IN ACCORDANCE WITH SECTION 316. IN THE EVENT A DISTRIBUTION TO SHAREHOLDERS EXCEEDS CORPORATE CURRENT AND ACCUMULATED EARNINGS AND PROFITS UNDER SECTION 312, SHAREHOLDERS MUST APPLY THE RULES OF SECTION 301(c) TO DETERMINE IF THE DISTRIBUTIONS ARE A NON-TAXABLE RETURN OF BASIS UNDER SECTION 301(c)(2) OR IF THE DISTRIBUTION IS REPORTED AS A CAPITAL GAIN UNDER SECTION 301(c)(3). THE ISSUER IS EXPECTING TO HAVE CURRENT EARNINGS AND PROFITS IN EXCESS OF CASH DISTRIBUTIONS, WHERE EARNINGS AND PROFITS WAS COMPUTED IN ACCORDANCE WITH SECTION 312.

18 Can any resulting loss be recognized? ► N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE REPORTABLE TAX YEAR IS 2017.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ►  Date ► 1/8/2018
Print your name ► KAREN BURNS Title ► VP, FINANCE

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ANDREA SHIKELLA		1/8/2018		P01226641
	Firm's name ► ERNST & YOUNG LLP	Firm's EIN ► 34-6565596		Phone no. 213-977-3200	
	Firm's address ► 725 SOUTH FIGUEROA STREET, LOS ANGELES, CA 90017				