

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

### Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
NVIDIA CORPORATION		94-3177549	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
INVESTOR RELATIONS	408-486-2000	IR@NVIDIA.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
2788 SAN TOMAS EXPRESSWAY		SANTA CLARA, CA 95051	
8 Date of action		9 Classification and description	
11/22/2017		CONVERSION RATE ADJUSTMENT ON CONVERTIBLE NOTE DUE TO DIVIDEND DISTRIBUTION	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
67066GAC8	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

### 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 ▶ SEE ATTACHED.

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 ▶ SEE ATTACHED.

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 ATTACHED.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE ATTACHED.

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18 Can any resulting loss be recognized? ▶ SEE ATTACHED.

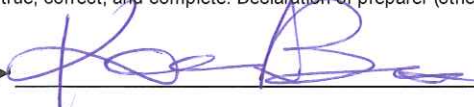
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHED.

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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 ▶ 11/8/2018

Print your name ▶ KAREN BURNS Title ▶ VP OF FINANCE

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**NVIDIA Corporation**  
**Attachment to Form 8937**  
**CUSIP number: 67066GAC8**  
**Date of Organizational Action: 11/22/2017**

**Part II Box 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 indenture of the 1.00% Convertible Senior Notes (CUSIP [67066GAC8]), dated 12/2/2013, (the "Convertible Notes") provides for a conversion privilege based on a specified conversion rate that is subject to adjustment by NVIDIA Corporation if any of the events described in Section 14.04 of the indenture occur. As defined under Internal Revenue Code Section 305 and the Treasury Regulations thereunder, certain conversion rate adjustments may result in deemed distributions of stock and stock rights that are treated as distributions of property to which Section 301 applies.

On 11/09/2017, the Board of Directors of NVIDIA Corporation declared a quarterly common stock dividend of \$0.15 per share payable on 12/15/2017 to stockholders of record as of 11/24/2017. As a result, the conversion rate was adjusted based on the cash dividend adjustment formula in the indenture. Such adjustment was effective on 11/22/2017 pursuant to Section 14.04(d) of the indenture. The distribution made on 11/22/2017 is expected to be made from the current earnings and profits of NVIDIA Corporation.

**Part II Box 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**

NVIDIA Corporation expects the conversion rate adjustment to be treated for U.S. federal income tax purposes as a Section 305(c) deemed distribution in an amount equal to the fair market value of the incremental stock rights attributable to the adjustment to the conversion rate. The amount of the deemed distribution was calculated to be \$3.2550 per \$1,000 of notional as shown below in Part II Box 16.

NVIDIA Corporation has positive current earnings and profits. The distributions paid on 11/22/2017 are expected to be made from current earnings and profits, based on reasonable assumptions currently available. As a result, the dividend of \$3.255 per \$1,000 notional should increase the holder's tax basis by the amount of the dividend.

Since NVIDIA Corporation has positive current earnings and profits, 100 percent of the distributions paid on 2/22/17, 5/19/17 and 8/22/17 are now also expected to be a dividend.

For those holders that gave notice to early redeem the Convertible Notes during the period 9/25/2017 to 11/22/2017, please refer to Table 1. Table 1 contains a detailed breakdown by notice date as to the amount of the deemed distribution per \$1000 notional.

Conversion Notice Date	Deemed Distribution (per \$1000)
9/25/2017	0.0814
9/26/2017	0.1627
9/27/2017	0.2441
9/28/2017	0.3255
9/29/2017	0.4069
10/2/2017	0.4882
10/3/2017	0.5696
10/4/2017	0.6510
10/5/2017	0.7324
10/6/2017	0.8137
10/9/2017	0.8951
10/10/2017	0.9765
10/11/2017	1.0579
10/12/2017	1.1392
10/13/2017	1.2206
10/16/2017	1.3020
10/17/2017	1.3834
10/18/2017	1.4647
10/19/2017	1.5461
10/20/2017	1.6275
10/23/2017	1.7089
10/24/2017	1.7902
10/25/2017	1.8716
10/26/2017	1.9530
10/27/2017	2.0344
10/30/2017	2.1157
10/31/2017	2.1971
11/1/2017	2.2785
11/2/2017	2.3599
11/3/2017	2.4412
11/6/2017	2.5226
11/7/2017	2.6040
11/8/2017	2.6854
11/9/2017	2.7667
11/10/2017	2.8481
11/13/2017	2.9295
11/14/2017	3.0109
11/15/2017	3.0922
11/16/2017	3.1736
11/17/2017	3.2550
11/20/2017	3.2550
11/21/2017	3.2550
11/22/2017	3.2550

Table 1: Deemed distribution per \$1000 notional

**Part II Box 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**

Consistent with Prop. Reg. § 1.305-7(c)(4)(i)(A)-(B), 81 FR 21795-01, 21803 (4/13/2016), the amount of the deemed distribution is the excess of (i) the fair market value of the right to acquire stock immediately after the applicable adjustment over (ii) the fair market value of the right to acquire stock without the applicable adjustment. We estimated the fair market value of the deemed distribution as the difference between the value of the Convertible Notes “with” the applicable Conversion Ratio Adjustment (CRA) and “without” the applicable CRA, as of the effective date of such adjustment, 11/22/2017 (the “Effective Date”).

In the “with” scenario, we estimated the fair market value of the Convertible Notes including the applicable CRA based on their “as-converted” value, or the conversion ratio including applicable CRA multiplied by the opening share price of our common stock as of the Effective Date. The conversion ratio in the “with” scenario is 49.9127 shares per \$1,000 of notional.

In the “without” scenario, we estimated the fair market value of the Convertible Notes excluding the applicable CRA based on their “as-converted” value, or the conversion ratio excluding the applicable CRA multiplied by the opening share price of our common stock as of the Effective Date. The conversion ratio in the “without” scenario is 49.8977 shares per \$1,000 of notional.

The fair market value of the deemed distribution is the difference of the value of the Convertible Notes in the “with” and “without” scenarios.

Note that the Convertible Notes appear to trade close to their “as-converted” value over the third quarter leading up to the Effective Date. As detailed in the table below, the “as-converted” value of the Convertible Notes closely aligns to the opening traded prices observed on the Convertible Notes.

Trade Date	Conversion Ratio	Opening Stock Price	As Converted Value (% of par) <sup>1</sup>	Opening Traded Price	Difference (as % of Traded Price)
11/22/2017	49.9127	\$217.00	1083.11%	1079.19%	0.36%
11/15/2017	49.8804	\$211.95	1057.22%	1069.71%	-1.17%
11/8/2017	49.8804	\$211.85	1056.72%	1058.98%	-0.21%
11/1/2017	49.8804	\$209.35	1044.25%	1032.86%	1.10%
10/25/2017	49.8804	\$197.08	983.04%	991.04%	-0.81%
10/18/2017	49.8804	\$198.11	988.18%	986.46%	0.17%
10/11/2017	49.8804	\$189.60	945.73%	942.47%	0.35%
10/5/2017	49.8804	\$181.86	907.12%	899.09%	0.89%
Average difference:					0.09%

Further, we’ve depicted the delta sensitivity on a call option with a strike price equal to the conversion price of the Convertible Notes with the applicable CRA, and a remaining term to expiration that matches the remain term to maturity on the Convertible Notes, below. Delta represents the change in the value of an option per unit change in the underlying common stock price. As can be seen below, regardless of the volatility selected, the delta of the option is nearly 0.99 – 1.00, meaning that there is a 1:1 ratio in the change in value of the option to change in value of the underlying – in other words, the option will behave as equity.

<sup>1</sup> Based on conversion ratio multiplied by the opening stock price as of each trade date. Per notional of \$1,000.

Volatility	Option Delta <sup>2</sup>
20.00%	1.000
30.00%	1.000
40.00%	1.000
50.00%	1.000
60.00%	1.000
70.00%	0.9998

For the reasons stated above, we estimated the fair market value of the deemed distribution using the “as-converted” values of the Convertible Notes “with” the applicable CRA and “without” the applicable CRA as of the opening of the Effective Date.

Please note that if a CRA occurs during the observation period associated with notice of early conversion, such holder’s deemed distribution will be the deemed distribution using the “with” and “without” approach described previously, scaled by the number of days remaining in the observation period post CRA divided by the total number of days in the observation period.

**Part II Box 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based**

Section 305(c) of the Internal Revenue Code of 1986, as amended.

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 currently expected to have positive current earnings and profits, where earnings and profits was computed in accordance with Section 312.

**Part II Box 18: can any resulting loss be recognized?**

No loss can be recognized on the 305(c) deemed distribution.

**Part II Box 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year**

The conversion rate adjustments were effective immediately after the open of business on the ex-dividend date for such dividend distribution, the Effective Date. Consequently, the reportable taxable year for the deemed distribution to holders of the Convertible Notes is 2017.

<sup>2</sup> As estimated using Bloomberg OVME function