

NVIDIA CORP  
Form 8-K  
February 24, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): **February 20, 2006**

**NVIDIA CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-23985**

**94-3177549**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**2701 San Tomas Expressway,  
Santa Clara, CA**

**95050**

(Address of principal executive  
offices)

(Zip Code)

Registrant's telephone number, including area code: **(408) 486-2000**

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:

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))

**SECTION 8 - Other Events**

**Item 8.01 Other Events.**

On February 21, 2006, NVIDIA Corporation issued a press release announcing that it has completed the acquisition of ULi Electronics, Inc. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

**SECTION 9 - Financial Statements and Exhibits**

**Item 9.01 Exhibits.**

(c) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release, dated February 21, 2006, entitled "NVIDIA Completes Acquisition of ULi Electronics."

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**SIGNATURE**

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.

**NVIDIA Corporation**

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

Date: February 24, 2006

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**EXHIBIT INDEX**

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