

NVIDIA CORP
Form 8-K
May 26, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 20, 2015

NVIDIA CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 0-23985 (Commission File Number) | 94-3177549 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 2701 San Tomas Expressway, Santa Clara, CA (Address of principal executive offices) | 95050 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (408) 486-2000
Not Applicable
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))
-

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 20, 2015, at the 2015 Annual Meeting of Stockholders, or the 2015 Annual Meeting, of NVIDIA Corporation, the following proposals were adopted by the margin indicated. Proxies for the 2015 Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition of management's solicitation.

1. The election of twelve (12) directors to serve for a one-year term until the 2016 Annual Meeting of Stockholders of NVIDIA Corporation. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| a. Robert K. Burgess | |
| Number of shares For | 398,233,469 |
| Number of shares Withheld | 459,329 |
| Number of shares Abstaining | 646,895 |
| Number of Broker Non-Votes | 61,946,583 |
| b. Tench Cox | |
| Number of shares For | 396,462,444 |
| Number of shares Withheld | 796,692 |
| Number of shares Abstaining | 2,080,557 |
| Number of Broker Non-Votes | 61,946,583 |
| c. Persis S. Drell | |
| Number of shares For | 397,925,031 |
| Number of shares Withheld | 723,632 |
| Number of shares Abstaining | 691,030 |
| Number of Broker Non-Votes | 61,946,583 |
| d. James C. Gaither | |
| Number of shares For | 394,914,063 |
| Number of shares Withheld | 2,264,277 |
| Number of shares Abstaining | 2,161,353 |
| Number of Broker Non-Votes | 61,946,583 |
| e. Jen-Hsun Huang | |
| Number of shares For | 397,463,472 |
| Number of shares Withheld | 414,024 |
| Number of shares Abstaining | 1,462,197 |
| Number of Broker Non-Votes | 61,946,583 |
| f. Dawn Hudson | |
| Number of shares For | 398,079,015 |
| Number of shares Withheld | 576,077 |
| Number of shares Abstaining | 684,601 |
| Number of Broker Non-Votes | 61,946,583 |

| | |
|-----------------------------|-------------|
| g. Harvey C. Jones | |
| Number of shares For | 395,099,247 |
| Number of shares Withheld | 2,146,110 |
| Number of shares Abstaining | 2,094,336 |
| Number of Broker Non-Votes | 61,946,583 |
| h. Michael G. McCaffery | |
| Number of shares For | 397,859,502 |
| Number of shares Withheld | 789,916 |
| Number of shares Abstaining | 690,275 |
| Number of Broker Non-Votes | 61,946,583 |
| i. William J. Miller | |
| Number of shares For | 388,870,120 |
| Number of shares Withheld | 4,103,242 |
| Number of shares Abstaining | 6,366,331 |
| Number of Broker Non-Votes | 61,946,583 |
| j. Mark L. Perry | |
| Number of shares For | 398,186,352 |
| Number of shares Withheld | 466,012 |
| Number of shares Abstaining | 687,329 |
| Number of Broker Non-Votes | 61,946,583 |
| k. A. Brooke Seawell | |
| Number of shares For | 394,785,909 |
| Number of shares Withheld | 2,465,635 |
| Number of shares Abstaining | 2,088,149 |
| Number of Broker Non-Votes | 61,946,583 |
| l. Mark A. Stevens | |
| Number of shares For | 396,774,232 |
| Number of shares Withheld | 1,878,289 |
| Number of shares Abstaining | 687,172 |
| Number of Broker Non-Votes | 61,946,583 |

2. The approval, on an advisory basis, of the compensation of our named executive officers as disclosed in our definitive proxy statement for the 2015 Annual Meeting filed with the Securities and Exchange Commission on April 9, 2015. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| Number of shares For | 392,487,062 |
| Number of shares Against | 5,389,294 |
| Number of shares Abstaining | 1,463,337 |
| Number of Broker Non-Votes | 61,946,583 |

3. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered accounting firm for our fiscal year ending January 31, 2016. The results of the voting were as follows:

| | |
|-----------------------------|-------------|
| Number of shares For | 458,729,686 |
| Number of shares Against | 1,843,536 |
| Number of shares Abstaining | 713,054 |
| Number of Broker Non-Votes | — |

SIGNATURES

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.

Date: May 26, 2015

NVIDIA Corporation

By: /s/ Rebecca Peters

Rebecca Peters

Vice President, Corporate Affairs and Assistant Secretary