

VMWARE, INC.  
Form 8-K  
January 28, 2008

**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): January 28, 2008

**VMWARE, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-33622**  
(Commission File Number)

**94-3292913**  
(IRS Employer Identification Number)

**3401 Hillview Avenue, Palo Alto, CA**  
(Address of Principal Executive Offices)

**94304**  
(Zip code)

Registrant's telephone number, including area code: (650) 427-5000

**N/A**

**(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))

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.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On January 28, 2008, VMware, Inc. ( VMware ) issued a press release ( Earnings Release ) announcing its financial results for the quarter and year ended December 31, 2007. The press release, which includes information regarding VMware s use of non-GAAP financial measures, is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure.**

The lock-up periods agreed to with our underwriters and described in VMware s prospectuses for its initial public offering and its exchange offer for employee equity grants, each filed with the Securities and Exchange Commission on August 15, 2007, have been automatically extended in connection with the timing of the Earnings Release so that shares of VMware s Class A Common Stock will no longer be subject to such lock-up periods beginning on February 15, 2008.

The information in this Form 8-K, including Items 2.02 and 7.01 and the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release of VMware, Inc. dated January 28, 2008

**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: January 28, 2008

VMWARE, INC.

By: /s/ Mark Peek  
Mark Peek  
Chief Financial Officer