

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

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【会社名】 エヌビディアコーポレーション
(NVIDIA Corporation)

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【縦覧に供する場所】 なし

1. 別段の記載がある場合を除き、本書に記載の「米ドル」及び「ドル」はアメリカ合衆国ドルを指す。本書において便宜上記載されている日本円は、1ドル=107.18円の換算率(令和2年4月15日現在の株式会社三菱UFJ銀行対顧客電信直物売買相場仲値)により換算されている。
2. 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

1 【提出理由】

2020年4月27日、エヌビディアコーポレーション（以下「当社」(Company又はNVIDIA)という。）は、エヌビディアコーポレーション全面改訂2012年従業員株式購入プラン（以下「本プラン」(Plan)という。）に基づく当社及び日本国外の当社子会社の適格従業員（以下「適格従業員」(Eligible Employess)という。）に対する当社の普通株式を割引価格で購入する権利（以下「新株予約権」(Stock Purchase Rights)という。）の付与に関する募集の申込みを開始した。

そのため、金融商品取引法第24条の5第4項及び企業内容等の開示に関する内閣府令第19条第2項第1号の規定により、本臨時報告書を提出する。

2 【報告内容】

(1) Type of Securities

Stock purchase rights under the NVIDIA Corporation Amended and Restated 2012 Employee Stock Purchase Plan (the “Plan”). The stock purchase right is a note with a stock purchase right and with a provision to amend the exercise price (Moving Strike Price Stock Options).

The offering is related to the solicitation of an offer for the grant of stock purchase rights to employees who are eligible to participate in the Plan (the “Eligible Employees”) of the Company and its subsidiaries outside of Japan. The Plan was originally adopted at a meeting of the Compensation Committee of NVIDIA’s Board of Directors held on March 22, 2012 and was approved at a meeting of NVIDIA’s shareholders held on May 17, 2012. The amendment and restatement of the Plan was subsequently approved by the Compensation Committee by unanimous electronic written consent on April 9, 2014 and approved at a meeting of NVIDIA’s shareholders held May 23, 2014. A further amendment and restatement of the Plan was subsequently approved by the Compensation Committee by unanimous electronic written consent on April 5, 2016 and approved at a meeting of NVIDIA’s shareholders held May 18, 2016. A further amendment of the Plan was subsequently approved at a meeting of the Compensation Committee on December 11, 2017. A further amendment and restatement of the Plan was subsequently approved at a meeting of the Compensation Committee on April 3, 2018 and approved at a meeting of NVIDIA’s shareholders held May 16, 2018. In addition, the Compensation Committee authorized, by unanimous electronic written consent on August 6, 2012 and at a meeting of the Compensation Committee on December 11, 2017 the grant of rights to purchase shares of the common stock of NVIDIA (the “Common Stock”) pursuant to the Plan for offerings beginning on or after September 1, 2012 and March 1, 2018, respectively, to all the Eligible Employees of the Company and its designated companies.

(2) Description of Stock Purchase Rights, etc.

1. Number of Stock Purchase Rights to be issued:	265,974 in total (estimated) ^(Note 1)
2. Issue price:	\$0 (JPY 0)
3. Total issue amount: Total issue amount of Stock Purchase Rights to be issued	\$0 (JPY 0)
Sum of the total issue amount of Stock Purchase Rights to be issued and the total amount (estimate) of payment upon exercise of the Stock Purchase Right:	\$63,491,880.96 (approximately JPY 6,805,059,801) in total (estimated) ^(Note 2)
4. Type of Stock subject to the Stock Purchase Right:	Common stock of the Company in registered form, par value \$0.001

5. Content of Stock subject to the Stock Purchase Right	There are provisions in the Certificate of Incorporation of the Company which provide that the Company may issue Preferred Stock (par value \$0.001 per share, authorized number of shares is 2,000,000) from time to time in one or more series in addition to Common stock. No Preferred Stock has been issued as of the submission date of this document. The provision in relation to Preferred Stock in the Certificate of Incorporation is as follows: “The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a “Preferred Stock Designation”) pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.”
6. Number of shares of Stock subject to the Stock Purchase Right:	1 share per one stock purchase right 265,974 shares in total (estimated) ^(Note 3)
7. Amount of payment upon exercise of the Stock Purchase Right:	\$63,491,880.96 (approximately JPY 6,805,059,801) (estimate based on the stock price of the Company as of April 15, 2020) ^(Note 4)
8. Exercise period of the Stock Purchase Right:	August 31, 2020, February 26, 2021, August 31, 2021 and February 28, 2022
9. Condition to exercise the Stock Purchase Right:	Satisfies the eligibility to participate in the Plan and accumulates contributions.
10. Amount to be transferred into capital out of the issue price of the Stock issued, if any, upon exercise of the Stock Purchase Right:	\$0.001 (approximately JPY 0.1) per share ^(Note 5)
11. Matters relating to transfer of Stock Purchase Right:	Stock purchase rights are not transferable by a participant, except by will or the laws of descent and distribution, or by a beneficiary designation in the event of a participant’s death as provided in the Plan.
12. Method of issue:	The stock purchase rights will be granted to 2,968 Eligible Employees of the Company and its subsidiaries.
13. Name or appellation of underwriter:	N/A.
14. Place of offering:	Australia, Brazil, Canada, China, Czech Republic, Denmark, Finland, France, Germany, India, Israel, Italy, Netherlands, Russia, Singapore, South Korea, Spain, Sweden, Switzerland, Taiwan, Ukraine, United Kingdom and the United States

15. Amount and use of proceeds from new issue of Stock:	Total amount paid: \$63,491,880.96 (approximately JPY 6,805,059,801) ^(Note 2)
	Approximate amount of various related expenses for new issuance of Stock: \$0 (approximately JPY 0)
	Approximate amount of net proceeds: \$63,491,880.96 (approximately JPY 6,805,059,801)
	Use of proceeds: Approximate amount of net proceeds stated above is to be used as general working capital, such as equipment fund, payment of business expenses, etc., but its specific content, the specific amount of expenditure for each use and the timing of expenditures will be decided depending on the Company's business necessity and is yet to be determined.
16. Date of new issue:	May 1, 2020
17. Name of financial instruments exchange, if the securities reported in this document are to be listed:	N/A.

<p>18. Characteristics of the note with stock purchase right and with provision to amend exercise price:</p>	<p>Stock purchase rights under the Plan are, in relation to an Offering Period ^(Note 6), the rights for the Eligible Employees, to whom stock purchase rights are granted, to purchase of the Common Stock on the relevant Purchase Date ^(Note 7), by applying their accumulated contributions through payroll deductions in whole percentages, with a maximum percentage of 10 percent of earnings during each Purchase Period ^{(Note 8)(Note 9)}.</p> <p>The actual exercise price of the stock purchase right on each Purchase Date is 85% of the Fair Market Value of the Common Stock on such Eligible Employee's Offering Date ^(Note 10) or 85% of the Fair Market Value of the Common Stock on the Purchase Date, whichever is lower ^(Note 11). Therefore, if the share price goes down during the Offering Period, the number of shares of Stock to be purchased upon exercise of the stock purchase right on the stock purchase right exercise date will increase (as compared to how many would have been able to be purchased if the exercise price was based on the share price on the Eligible Employee's Offering Date). However, the amount of money that an Eligible Employee elects to contribute to his or her purchase of shares does not decrease if the exercise price decreases (as he or she will just be able to purchase more shares at a lower price per share).</p> <p>The maximum number of shares of Common Stock which may be purchased pursuant to the Plan shall be 91,432,333. Please note that shares of common stock that previously had been reserved for issuance pursuant to outstanding purchase rights under the predecessor to the Plan were subsequently issued and are no longer issuable pursuant to the Plan. As of the filing date of this document, approximately 30,627,267 shares had been issued under the Plan and approximately 60,805,066 shares were available but reserved for future issuance. However, on the occasion of capital adjustments (changes to the Common Stock subject to the Plan or option (the "Right to Purchase") to purchase the Common Stock granted under the Plan, or on any other grounds which arise in connection with such Common Stock, after the effective date of the Plan without the Company receiving compensation, through absorption-type merger, consolidation-type merger, entity conversion, recapitalization, reincorporation, stock dividend, dividend in property other than cash, large-scale extraordinary cash dividend, stock split, liquidating dividend, combination of shares, exchange of shares, reform of corporate structures or any other equity restructuring transaction (this term is used in Financial Accounting Standards Board Accounting Standards Codification Topic 718 (or successor thereof)) similar to the above) the board of directors would appropriately and proportionally adjust (i) the class and maximum number of securities subject to the Plan, (ii) the class, number and purchase price applied to the Right to Purchase, of securities subject to executor Offering ^(Note 12) and dormant Right to Purchase, and (iii) the class and number of securities subject to restriction on purchase based on each ongoing offering.</p> <p>The purpose of the Plan is to provide a means by which Eligible Employees of the Company and its parent companies and subsidiaries may be given an opportunity to purchase the Common Stock. Since employees may elect to participate in the Plan at their discretion and the total amount of payment at the time of exercise of stock purchase rights is dependent on the contributions from the payroll deductions elected by the employees, there is no minimum requirement for the exercise price or for the financing amount. Furthermore, as there is a</p>
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	possibility that participants of the Plan may not satisfy conditions for execution, this in turn may result in stock purchase rights being not exercised. The Company does not have the right to purchase any stock purchase rights. Also refer to Note 13.
19. Matters to be Noted in Case of Allocation to Third Party	N/A.

(Note 1) The number of stock purchase rights shall be the same as the number of shares of Stock subject to the Stock Purchase Rights.

(Note 2) Since the amount of contributions has not yet been determined, the “total amount (estimate) of payment upon exercise of the Stock Purchase Right” shown here is the estimated maximum contributions from 2,968 Eligible Employees.

(Note 3) The “Number of shares of Stock subject to the Stock Purchase Right” is the estimated amount calculated by dividing the “total amount (estimate) of payment upon exercise of the Stock Purchase Right” by the “Amount of payment upon exercise of the Stock Purchase Right”. The number of shares of Stock shown here is the estimated amount calculated by dividing the maximum contributions from Eligible Employees (\$63,491,880.96) (JPY 6,805,059,801) by \$238.71 (which is 85% of the closing price (\$280.84) of the Company’s common stock on April 15, 2020).

(Note 4) Because the amount of payment upon exercise of the stock purchase right has not yet been determined, 85% (\$238.71) of the closing price of the Common Stock as quoted on the Nasdaq Global Select Market on April 15, 2020(\$280.84) is inserted. The actual amount of payment upon exercise on each Purchase Date (as defined in Note 8) is 85% of the Fair Market Value of the Company's common stock on the Eligible Employee's Offering Date (as defined in Note 10) or 85% of that on the Purchase Date, whichever is lower.

Fair Market Value is the closing price for the Common Stock (or the closing bid if no sales were reported) of the Company as quoted on the Nasdaq Global Select Market, on the date of determination if that date is a trading day, or if that day is not a trading day, for the last market trading day prior to the date of determination.

(Note 5) Out of the issue price, par value amount of \$0.001 per share is treated as a capital amount and the remaining amount is treated as additional paid-in capital.

(Note 6) Generally, an Offering Period is approximately twenty-four months in length and begins every six months on or after each of March 1 and September 1. The Offering Period for this offering is scheduled to begin on May 1, 2020 and end on February 28, 2022. However, there is a possibility that an Offering Period would be reset automatically by a decline of the Fair Market Value of the Common Stock.

(Note 7) The Purchase Dates are on or before February 28 (or February 29 in the event of a leap year) and August 31. In this offering, each Purchase Date is scheduled to be August 31, 2020, February 26, 2021, August 31, 2021 and February 28, 2022.

(Note 8) Each Offering Period is generally divided into four periods of approximately six months in duration and each of such four periods is a Purchase Period. In this Offering, the Purchase Periods are scheduled to begin and end as follows: begin on May 1, 2020 and end on August 31, 2020, begin on September 1, 2020 and end on February 26, 2021, begin on March 1, 2021 and end on August 31, 2021, begin on September 1, 2021 and end on February 28, 2022.

(Note 9) The Stock Option Right of the Participants shall be exercised automatically on each Purchase Date (August 31, 2020, February 26, 2021, August 31, 2021 and February 28, 2022). With respect to the first dividends of surplus after exercise of the stock purchase rights, the Company shall treat shares of the Common Stock acquired on or before a record date (that is fixed to determine the stockholders entitled to receive payment of the dividends) by participants exercising the stock purchase rights the same as other issued shares of the Common Stock (excluding treasury shares held by the Company). However, a participant shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares subject to the stock purchase rights granted under the Plan unless and until the shares issued or transferred to

the participant upon exercise of the share purchase rights under the Plan are recorded in the books of the Company (or its transfer agent).

(Note 10) The Offering Date is generally the first day of the Offering Period. (If an Offering Date does not fall on a trading day, then the Offering Date shall be the next subsequent trading day). In this Offering, the Offering Date is May 1, 2020. Employees which are hired following the start of an Offering may be permitted to enroll in such Offering and participation in the Plan will generally commence on the first of the month following the employee's date of hire, to the extent permitted by applicable laws.

(Note 11) If (i) at the market closing time on the first trading day of a new Purchase Period (the "Decision Day") the fair market value of a share of the Common Stock is less than it was on the Eligible Employee's Offering Date for that Offering Period and (ii) the length of the remaining portion of the Offering Period is less than or equal to the length of the Offering Period that is regularly scheduled to begin on the Decision Day, then the current ongoing Offering Period shall immediately terminate and Participants in the terminated Offering Period shall automatically be enrolled in the new Offering Period that starts on the Decision Day.

(Note 12) "Offering" means grant of Stock Purchase Rights to Eligible Employees.

(Note 13) Matters regarding the note with a stock purchase right and with a provision to amend the exercise price:

(a) Reason to raise funds by issuing the notes with stock purchase rights and with a provision to amend the exercise price

The main purpose of the Plan is not financing but to provide a means by which employees of the Company and its parent companies and subsidiaries may be given an opportunity to purchase the Common Stock of the Company.

(b) Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph.

N/A.

(c) Description of an arrangement between the acquirer of the shares. (Shall refer to those trying to acquire the relevant notes, etc. with a stock purchase right and with a provision to amend the exercise price, same shall apply hereinafter) and the reporting company, in connection with the matters concerning the exercise of the right represented by the note with stock purchase right and with a provision to amend the exercise price (including matters concerning money and other properties to be paid in order to restrict the exercise of such right).

Other than handling in accordance with the Plan, N/A. The maximum number of shares of Common Stock an Eligible Employee may purchase on any Purchase Date in an Offering Period shall be such number of shares as has a fair market value (determined as of the Eligible Employee's Offering Date for such Offering Period) equal to (x) \$25,000, minus (y) the fair market value of any other shares of Common Stock purchased under the Plan (determined as of the relevant Offering Date with respect to such shares) which are attributed to the calendar year in which the Purchase Date occurs. Also, the maximum number of shares of Common Stock that an Eligible Employee may purchase on any Purchase Date under an Offering shall not exceed 3,000 shares.

(d) Description of an arrangement between the acquirer of the shares and the reporting company with respect to matters in connection with the sale and purchase (including short sale set forth in Article 26-2-2 Paragraph 1 of the Enforcement Order of the Financial Instruments and Exchange Act) of share certificates of the reporting company

N/A.

(e) Description of the arrangement, if known, between the acquirer of the shares and a specially interested person of the reporting company in connection with the matters concerning the leasing of share certificates of the reporting company

N/A.

(f) Other matters necessary to ensure the protection of investors

N/A

(3) Amount of Capital and Outstanding Shares of the Company

(a) Amount of Capital:

Common stock and additional paid-in capital: US\$7,046 million (JPY 755,190 million) as of January 26, 2020.

(b) Number of Common [Issued] Shares:

Common shares: US \$955 million shares as of January 26, 2020.