

NVIDIA CORP  
Form 8-K  
September 22, 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): September 19, 2008**

**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.)

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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:

- .. 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 8.01 Other Events.**

On September 19, 2008, NVIDIA Corporation entered into Memoranda of Understanding ( MOUs ) regarding the settlement of the previously disclosed stockholder derivative lawsuits relating to our historical stock option grant practices. The settlement is subject to the execution of definitive stipulations of settlement and preliminary and final approval of the respective courts. NVIDIA expects to provide more details regarding the terms of the settlement following the execution of the definitive stipulations of settlement.

**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.

**NVIDIA Corporation**

Date: September 22, 2008

By: /s/ DAVID M. SHANNON  
David M. Shannon  
Senior Vice President, General Counsel and Secretary