NVIDIA CORP
Form 8-K
March 11, 2019

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): March 6, 2019

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.)

2788 San Tomas Expressway, Santa Clara, CA	95051
(Address of principal executive offices)	(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Form of Global Performance-Based Restricted Stock Unit Notice and Global Performance-Based Restricted Stock Unit Agreement

On March 6, 2019, the Compensation Committee of the Board of Directors of NVIDIA Corporation, or the Company, approved a new form of global performance-based restricted stock unit notice and global performance-based restricted stock unit agreement, or the PSU Notice and Agreement, under the Company's Amended and Restated 2007 Equity Incentive Plan, or the 2007 Plan. The foregoing description is subject to, and qualified in its entirety by, the 2007 Plan, which was filed on May 21, 2018 with the Company's Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference, and the PSU Notice and Agreement, which is filed with this report as Exhibit 10.1 and is incorporated herein by reference.

Adoption of Fiscal Year 2020 Variable Compensation Plan

On March 8, 2019, the Compensation Committee adopted the Variable Compensation Plan for Fiscal Year 2020, or the 2020 Plan, which provides eligible executive officers the opportunity to earn a variable cash payment based on the level of achievement by the Company of certain corporate performance goals, or the Performance Goals, during fiscal year 2020. The Company operates on a fiscal year ending on the last Sunday in January and designates its fiscal year by the year in which that fiscal year ends (e.g., fiscal year 2020 refers to the Company's fiscal year ending January 26, 2020).

The Compensation Committee has set the Performance Goals for fiscal year 2020 based upon the achievement of specified fiscal year 2020 revenue and has established threshold, base operating plan, and stretch operating plan levels. An eligible participant's variable cash compensation under the 2020 Plan will be based on the achievement by the Company of the Performance Goals in fiscal year 2020.

Unless otherwise determined by the Compensation Committee, a participant must remain an employee through the payment date under the 2020 Plan to be eligible to earn an award.

The following table sets forth the respective target award opportunities for base operating plan achievement for the Company's named executive officers under the 2020 Plan:

Named Executive Officer	Target Award Opportunity for Base Operating Plan Achievement	Target Award Opportunity for Base Operating Plan Achievement as a % of Fiscal Year 2020 Base Salary
Jen-Hsun Huang President and Chief Executive Officer	$1,100,000	110%
Colette M. Kress Executive Vice President and Chief Financial Officer	$300,000	33%
Ajay K. Puri Executive Vice President, Worldwide Field Operations	$650,000	68%
Debora Shoquist Executive Vice President, Operations	$250,000	29%
Timothy S. Teter Executive Vice President, General Counsel and Secretary	$250,000	29%

The foregoing description is subject to, and qualified in its entirety by, the 2020 Plan, which is filed with this report as Exhibit 10.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.
(d) Exhibits

Exhibit Number	Description
10.1	Amended and Restated 2007 Equity Incentive Plan - Global Performance-Based Restricted Stock Unit Grant Notice and Performance-Based Restricted Stock Unit Agreement (2019)
10.2	Variable Compensation Plan - Fiscal Year 2020

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

Date: March 8, 2019 By: /s/ Rebecca Peters

Rebecca Peters

Vice President, Corporate Affairs and Assistant Secretary