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): June 22, 2023

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.)

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 filling is interprovisions:	ended to simultaneously satisty ti	ne illing obligation of the registrant under any of the following	ng
$\hfill \square$ Written communications pursuant to Rule 425 under the	Securities Act (17 CFR 230.425)		
$\hfill \square$ Soliciting material pursuant to Rule 14a-12 under the Exc	change 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))			
$\hfill\Box$ Pre-commencement communications pursuant to Rule 13	3e-4(c) under the Exchange Act ((17 CFR 240.13e-4(c))	
Securities registered pursuant to Section 12(b) of the Act:			
Title of each class Common Stock, \$0.001 par value per share	Trading Symbol(s) NVDA	Name of each exchange on which registered The Nasdaq Global Select Market	
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).			
Emerging Growth Company □			
If an emerging growth company, indicate by check mark if new or revised financial accounting standards provided pursu			ny

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

On June 22, 2023, at the 2023 Annual Meeting of Stockholders of NVIDIA Corporation, or the 2023 Annual Meeting, the following proposals were adopted by the margin indicated. Proxies for the 2023 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. Stockholders approved the election of each of our thirteen (13) director nominees to hold office until the 2024 Annual Meeting of Stockholders of NVIDIA Corporation and until his or her successor is elected or appointed. The results of the voting were as follows:

a. Robert K. Burgess	
Number of shares For	1,625,854,250
Number of shares Against	55,516,966
Number of shares Abstaining	2,085,730
Number of Broker Non-Votes	286,066,136
b. Tench Coxe	
Number of shares For	1,541,282,586
Number of shares Against	140,103,871
Number of shares Abstaining	2,070,489
Number of Broker Non-Votes	286,066,136
c. John O. Dabiri	
Number of shares For	1,651,249,399
Number of shares Against	30,122,052
Number of shares Abstaining	2,085,495
Number of Broker Non-Votes	286,066,136
d. Persis S. Drell	
Number of shares For	1,623,178,165
Number of shares Against	58,242,340
Number of shares Abstaining	2,036,441
Number of Broker Non-Votes	286,066,136
e. Jen-Hsun Huang	
Number of shares For	1,647,312,653
Number of shares Against	32,866,873
Number of shares Abstaining	3,277,420
Number of Broker Non-Votes	286,066,136

f. Dawn Hudson	
Number of shares For	1,630,929,129
Number of shares Against	50,515,840
Number of shares Abstaining	2,011,977
Number of Broker Non-Votes	286,066,136
g. Harvey C. Jones	
Number of shares For	1,485,702,770
Number of shares Against	195,712,370
Number of shares Abstaining	2,041,806
Number of Broker Non-Votes	286,066,136
h Mishael C McCafferra	
h. Michael G. McCaffery	4 000 000 004
Number of shares For	1,666,592,304
Number of shares Against	14,686,036 2,178,606
Number of shares Abstaining	
Number of Broker Non-Votes	286,066,136
i. Stephen C. Neal	
Number of shares For	1,500,500,287
Number of shares Against	180,807,940
Number of shares Abstaining	2.148.719
Number of Broker Non-Votes	286,066,136
j. Mark L. Perry	
Number of shares For	1,506,459,534
Number of shares Against	174,857,324
Number of shares Abstaining	2,140,088
Number of Broker Non-Votes	286,066,136
k. A. Brooke Seawell	
Number of shares For	1,527,924,819
Number of shares Against	152,477,701
Number of shares Abstaining	3,054,426
Number of Broker Non-Votes	286,066,136
I. Aarti Shah	
Number of shares For	1,676,241,988
Number of shares Against	5,161,06
Number of shares Abstaining	2,053,894
Number of Broker Non-Votes	2,033,094
Number of bloker non-voles	200,000,130

m. Mark A. Stevens	
Number of shares For	1,562,037,938
Number of shares Against	119,338,471
Number of shares Abstaining	2,080,537
Number of Broker Non-Votes	286,066,136

2. Stockholders approved, on an advisory basis, the compensation of our named executive officers as disclosed in our definitive proxy statement for the 2023 Annual Meeting filed with the Securities and Exchange Commission on May 8, 2023. The results of the voting were as follows:

Number of shares For	1,544,447,439
1 tarribor of charce 1 of	1,011,111,100
Number of shares Against	123.717.725
Number of States Against	123,717,723
Number of charge Abstricing	45 004 700
Number of shares Abstaining	15,291,782
N. olever (Doder New Motor	202 202 422
Number of Broker Non-Votes	286.066.136

3. Stockholders approved, on an advisory basis, the frequency of holding an advisory vote on the compensation of our named executive officers. The results of the voting were as follows:

Number of shares for 1 Year	1,664,241,344
Number of shares for 2 Years	2,062,943
Number of shares for 3 Years	14,923,601
Number of shares Abstaining	2,229,058
Number of Broker Non-Votes	286,066,136

Based on the voting results, we have determined to provide for an annual advisory vote on the compensation of our named executive officers.

4. Stockholders approved the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered accounting firm for our fiscal year ending January 28, 2024. The results of the voting were as follows:

Number of shares For	1,938,914,100
Number of shares Against	28,443,041
Number of shares Abstaining	2,165,941
Number of Broker Non-Votes	_

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.

Date: June 27, 2023

NVIDIA Corporation
By: /s/ Rebecca Peters
Rebecca Peters
Vice President, Deputy General Counsel and Assistant Secretary