

VMWARE, INC.
Form 3
April 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| VMW Holdco LLC | | (Month/Day/Year) | VMWARE, INC. [VMW] | |
| (Last) | (First) | (Middle) | 04/12/2017 | |
| ONE DELL WAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ROUND ROCK, TX 78682 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 20,000,000 | D ⁽¹⁾ | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | | | | |
|----------------------|-------|-------|----------------------------|------------|--------|------------|---|
| | | | | Shares | | (1) | |
| | | | | | | (Instr. 5) | |
| Class B Common Stock | Â (2) | Â (2) | Class A Common Stock | 60,000,000 | \$ (2) | D (1) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VMW Holdco LLC ONE DELL WAY ROUND ROCK, TX 78682 | Â | Â X | Â | Â |

Signatures

VMW Holdco LLC By: /s/ Janet B. Wright, Senior Vice President & Assistant Secretary

04/13/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
The reporting person is a direct wholly-owned subsidiary of EMC Corporation ("EMC"). EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. ("Dell Technologies") through its directly held wholly-owned subsidiary Denali Intermediate Inc. On April 12, 2017, the reporting person received these shares of Class A Common Stock and Class B Common Stock as a capital contribution from its parent, EMC. Dell Technologies and EMC each retain beneficial ownership of such shares of Class A Common Stock and Class B Common Stock following such transfer.
- (2) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time, upon the election of the holder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.