

Dell Technologies Inc
 Form 4/A
 November 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Dell Technologies Inc

2. Issuer Name and Ticker or Trading Symbol
 VMWARE, INC. [VMW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE DELL WAY

3. Date of Earliest Transaction (Month/Day/Year)
 09/11/2017

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)

ROUND ROCK, TX 78682

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/13/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | 09/11/2017 | | S | V Amount 2,308,807 (D) Price \$ 109.31 (1) | 31,114,287 | I | See footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dell Technologies Inc ONE DELL WAY ROUND ROCK, TX 78682 | | X | | |
| EMC CORP ONE DELL WAY ROUND ROCK, TX 78682 | | X | | |

Signatures

| | |
|---|------------|
| Dell Technologies Inc. By: /s/ Janet M. Bawcom, Senior Vice President & Assistant Secretary | 11/03/2017 |
| **Signature of Reporting Person | Date |
| EMC Corporation By: /s/ Janet M. Bawcom, Senior Vice President & Assistant Secretary | 11/03/2017 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) This Form 4/A is being filed to provide the final price per share paid for the Class A Common Stock in the reported transaction, which was calculated in the manner reported in the Form 4 filed by the Reporting Persons on September 13, 2017. The Reporting Persons are filing a separate report on Form 4 reporting the sale of additional shares of Class A Common Stock in the transaction, which closed on November 3, 2017.
- (2) The 2,308,807 shares of Class A Common Stock sold in the reported transaction, which closed on September 14, 2017, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Of the 31,114,287 shares of Class A Common Stock reported in Column 5 of Table I, (a) EMC is the record holder of 10,149,359 shares, (b) VMW Holdco LLC, a direct wholly-owned subsidiary of EMC, is the record holder of 20,000,000 shares, and (c) EMC Equity Assets LLC is the record holder of 964,928 shares. EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. through its directly held wholly-owned subsidiary Denali Intermediate Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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