

# **VMWARE, INC.**

Reported by  
**DELL MICHAEL S**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 11/03/17 for the Period Ending 09/11/17

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
Fiscal Year	01/31

# FORM 4

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>DELL MICHAEL S</b> (Last) (First) (Middle) <b>ONE DELL WAY</b> (Street) <b>ROUND ROCK, TX 78682</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VMWARE, INC. [ VMW ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>9/11/2017</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY) <b>9/13/2017</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	9/11/2017		S		2308807	D	\$109.31 (U)
					31114287	I	See Footnotes (2)(3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

#### Explanation of Responses:

- (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 Person on September 13, 2017. The Reporting Person is 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. (the "Company") through its directly held wholly-owned subsidiary Denali Intermediate Inc. [footnote cont'd]
- (3) [continuation] The reporting person may be deemed to beneficially own securities held by EMC, VMW Holdco LLC and EMC Equity Assets LLC by reason of his ownership of securities representing a majority of the voting power represented by all voting securities of the Company. The reporting person disclaims beneficial ownership of the shares of Class A Common Stock held by EMC, VMW Holdco LLC and EMC Equity Assets LLC except to the extent of his pecuniary interest therein.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELL MICHAEL S ONE DELL WAY ROUND ROCK, TX 78682	X	X		

#### Signatures

/s/ Janet M. Bawcom, Attorney-in-Fact

11/3/2017

--Signature of Reporting Person

Date

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

\* 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).

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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