

VMWARE, INC.
Filed by
SILVER LAKE GROUP, L.L.C.

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 12/22/16

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	7372 - Services-Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	01/31

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

VMware, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

928563402
(CUSIP Number)

Karen M. King, Esq.
Silver Lake
2775 Sand Hill Road, Suite 100
Menlo Park, CA 94025
(650) 233-8120
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Richard Capelouto, Esq.
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
(650) 251-5000

December 22, 2016
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. Silver Lake Partners III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of shares beneficially owned by each reporting person with:	7.	Sole Voting Power 0
	8.	Shared Voting Power 338,250,166(1)
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 338,250,166(1)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 338,250,166(1)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 82.8%(2)	
14.	Type of Reporting Person (See Instructions) PN	

- (1) Includes (i) 38,250,166 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.
- (2) See Item 5. Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock.

1.	Names of Reporting Persons. Silver Lake Technology Investors III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
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1.	Names of Reporting Persons. SLP Denali Co-Invest, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
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- (2) See Item 5. Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock.

1.	Names of Reporting Persons. SLP Denali Co-Invest GP, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
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1.	Names of Reporting Persons. Silver Lake Technology Associates III, L.P.	
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3.	SEC Use Only	
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1.	Names of Reporting Persons. SLTA III (GP), L.L.C.	
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1.	Names of Reporting Persons. Silver Lake Partners IV, L.P.	
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- (2) See Item 5. Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock.

1.	Names of Reporting Persons. Silver Lake Group, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
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- (2) See Item 5. Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock.

Explanatory Note

This Amendment No. 3 (the “Amendment”) amends the statement on Schedule 13D originally filed by the Reporting Persons on September 19, 2016, as amended by Amendment No. 1 to the Schedule 13D filed on November 7, 2016 and Amendment No. 2 to the Schedule 13D filed on December 16, 2016 (as so amended, the “Schedule 13D”). The Items below amend the information disclosed under the corresponding Items of the Schedule 13D as described below. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

The Class A Common Stock of the Issuer reported as beneficially owned in the Schedule 13D is directly held by EMC Corporation (“EMC”) or its wholly-owned subsidiary, EMC Equity Assets LLC (“EMC Sub”). EMC is a wholly-owned subsidiary of Dell Inc., which is indirectly wholly-owned by Dell Technologies Inc. (“Dell Technologies”). Dell Technologies is owned by investors including certain of the Reporting Persons, Michael S. Dell, a separate property trust for the benefit of Mr. Dell’s wife and funds affiliated with MSD Partners, L.P. This Amendment is being filed to report a change in the number of shares and percentage of the outstanding Class A Common Stock of the Issuer which may be deemed to be beneficially owned by the Reporting Persons, in connection with the transactions under a stock purchase agreement, dated as of December 15, 2016, by and among Dell Technologies, EMC Sub and the Issuer (the “Stock Purchase Agreement”) previously disclosed in Amendment No. 2 to the Schedule 13D, filed on December 16, 2016.

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented by amending the disclosure contained therein to state that all Class A Common Stock of the Issuer reported as beneficially owned in the Schedule 13D is directly held by EMC or EMC Sub.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended and supplemented by adding the following paragraph at the end thereof:

The information set forth in Item 5 of this Schedule 13D is incorporated by reference in its entirety into this Item 4.

Item 5. Interest in Securities of the Issuer.

The information contained in rows 7, 8, 9, 10, 11, 12 and 13 on each of the cover pages of this Amendment and the information set forth or incorporated in Items 2 and 6 of this Schedule 13D is incorporated by reference in its entirety into this Item 5.

Items 5 (a) – (d) are hereby amended and restated as follows:

(a) – (b) As of December 22, 2016, after completion of the transaction reported in Item 5(c), the Reporting Persons may be deemed to beneficially own an aggregate of 338,250,166 shares of the Issuer’s Class A Common Stock, which includes (i) 38,250,166 shares of the Issuer’s Class A Common Stock held by EMC or EMC Sub and (ii) 300,000,000 shares of the Issuer’s Class B Common Stock held by EMC, which are convertible into shares of Class A Common Stock on a one-for-one basis at any time at EMC’s election, representing approximately 82.8% of the issued and outstanding shares of the Issuer’s Class A Common Stock calculated on the basis of Rule 13d-3 of the Exchange Act. The percentages of beneficial ownership in this Schedule 13D are based on 413,113,419 shares of common stock of the Issuer outstanding as of December 15, 2016, and include 113,113,419 shares of Class A Common Stock and 300,000,000 shares of Class B Common Stock, as provided by the Issuer, reflect that the 4,775,142 shares of Class A Common Stock sold to the Issuer on December 22, 2016 in connection with the transaction reported herein are no longer outstanding, and assume conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock. As further described in Item 6 of the Schedule 13D, the Reporting Persons may be deemed to share voting and dispositive power over all shares reported herein with EMC, EMC Sub (to the extent of its direct holdings), Dell Technologies and certain of its other subsidiaries, and Mr. Dell. Dell Technologies, EMC, EMC Sub and Mr. Dell separately file Schedule 13D filings reporting their respective beneficial ownership of such securities.

Information with respect to the beneficial ownership of Class A Common Stock by the individuals listed in Annex A of the Schedule 13D is set forth in Annex A of the Schedule 13D and is incorporated herein by reference in response to this Item 5.

(c) On December 16, 2016, EMC Sub became the beneficial owner of 7,885,949 shares of Class A Common Stock, which it received from its direct parent company, EMC, as a capital contribution in order to enable EMC Sub to sell such shares or a portion thereof to the Issuer in the transaction reported below in this Item 5(c).

On December 22, 2016, EMC Sub sold 4,775,142 shares of Class A Common Stock at a price of \$78.5317 per share to the Issuer, subject to adjustment as indicated below, for a cash payment of approximately \$375 million pursuant to the Stock Purchase Agreement. Under the Stock Purchase Agreement, EMC Sub will sell an additional \$125 million of Class A Common Stock to the Issuer in a second closing that is expected to occur in the first quarter of Dell Technologies' 2018 fiscal year. At such time, the final price per share for the shares sold on December 22, 2016 will be determined based on the volume-weighted average price per share of the Class A Common Stock as reported on the New York Stock Exchange during a specified reference period, less a discount of 3.5% from that per share price, subject to adjustment in certain circumstances. The terms of the Stock Purchase Agreement are described in Amendment No. 2 to the Schedule 13D filed on December 16, 2016, and a copy of the Stock Purchase Agreement is filed as an exhibit thereto.

Except as set forth in this Amendment, none of the Reporting Persons, or, to the best knowledge of the Reporting Persons, any other person listed in Annex A, have effected any transaction in Class A Common Stock since the filing of Amendment No. 2 to the Schedule 13D on December 16, 2016.

(d) The securities reported herein as beneficially owned by the Reporting Persons are directly held by EMC, an indirect, wholly-owned subsidiary of Dell Technologies, or EMC Sub, a wholly-owned subsidiary of EMC, and as a result, Dell Technologies, and certain of its subsidiaries, including EMC and, to the extent of its ownership, EMC Sub, have a right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented by adding the following paragraph at the end thereof:

The information set forth in Item 5 of this Schedule 13D is incorporated by reference in its entirety into this Item 6.

Signatures

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2016

Silver Lake Partners III, L.P.

By: Silver Lake Technology Associates III, L.P., its general partner

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

Silver Lake Technology Investors III, L.P.

By: Silver Lake Technology Associates III, L.P., its general partner

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

SLP Denali Co-Invest, L.P.

By: SLP Denali Co-Invest GP, L.L.C., its general partner

By: Silver Lake Technology Associates III, L.P., its managing member

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

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Name: Egon Durban

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By: Silver Lake Technology Associates III, L.P., its managing member

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Name: Egon Durban

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Silver Lake Technology Associates III, L.P.

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

SLTA III (GP), L.L.C.

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

Silver Lake Partners IV, L.P.

By: Silver Lake Technology Associates IV, L.P., its general partner

By: SLTA IV (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

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By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

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By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

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By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

Silver Lake Group, L.L.C.

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director