

# VMWARE, INC.

## **FORM 8-K** (Current report filing)

Filed 11/29/12 for the Period Ending 11/28/12

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

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

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**Form 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 28, 2012

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**VMware, Inc.**

(Exact name of registrant as specified in its charter)

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Commission File Number: 001-33622

**Delaware**  
(State or other jurisdiction  
of incorporation)

**94-3292913**  
(IRS Employer  
Identification No.)

**3401 Hillview Avenue, Palo Alto, CA 94304**  
(Address of principal executive offices, including zip code)

**(650) 427-5000**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange 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))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On November 28, 2012, the Board of Directors of VMware authorized the repurchase of up to an additional \$250 million of VMware's Class A common stock through the end of 2014. Stock repurchases may be made from time-to-time in open market transactions or privately negotiated transactions. The timing of any repurchases and the actual number of shares repurchased will depend on a variety of factors, including VMware's stock price, corporate and regulatory requirements and other market and economic conditions. VMware issued a press release to announce adoption of the stock repurchase program, attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.*****(d) Exhibits***

99.1 Press release of VMware, Inc. dated November 29, 2012

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## SIGNATURES

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.

VMware, Inc.

Date November 29, 2012

By: /s/ S. Dawn Smith

S. Dawn Smith

Senior Vice President, General Counsel, Chief Compliance  
Officer and Secretary

November 29, 2012

## **VMware Announces Authorization of Stock Repurchase Program**

PALO ALTO, CA — (MARKET WIRE) — 11/29/12 — VMware, Inc. (NYSE: VMW), the global leader in virtualization and cloud infrastructure, today announced that its Board of Directors has authorized the purchase of up to \$250 million of its Class A common stock through the end of 2014. Stock will be purchased from time to time, in the open market or through private transactions, subject to market conditions. The Company expects the equity purchase program to help partially offset dilution from its equity programs.

The new stock repurchase authorization is in addition to the Company's ongoing \$600 million stock repurchase program, originally announced February 29, 2012.

### *Forward-Looking Statements*

This press release contains forward-looking statements including, among other things, statements regarding the value of shares repurchased through our stock repurchase programs and the duration of such programs. Actual results could differ materially from those projected in the forward-looking statements as a result of certain risk factors, including but not limited to: (i) fluctuations and volatility in our stock price; (ii) the impact of macroeconomic conditions on customer demand, (iii) changes in our financial condition, (iv) changes in business opportunities and priorities that could cause us to consider alternative uses of cash, and (v) the level of proceeds from employee stock option exercises and our employee stock purchase plan. These forward-looking statements are based on current expectations and are subject to uncertainties and changes in condition, significance, value and effect as well as other risks detailed in documents filed with the Securities and Exchange Commission, including our most recent reports on Form 10-K and Form 10-Q and current reports on Form 8-K that we may file from time to time, which could cause actual results to vary from expectations. VMware assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this release.

### *About VMware*

VMware is the leader in virtualization and cloud infrastructure solutions that enable businesses to thrive in the Cloud Era. Customers rely on VMware to help them transform the way they build, deliver and consume Information Technology resources in a manner that is evolutionary and based on their specific needs. With 2011 revenues of \$3.77 billion, VMware has more than 400,000 customers and 55,000 partners. The company is headquartered in Silicon Valley with offices throughout the world and can be found online at [www.vmware.com](http://www.vmware.com).

### **Contacts:**

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