

# VMWARE, INC.

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

Filed 12/11/18 for the Period Ending 12/11/18

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): December 11, 2018**

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**VMWARE, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33622**  
(Commission  
File Number)

**94-3292913**  
(IRS Employer  
Identification Number)

**3401 Hillview Avenue, Palo Alto, CA**  
(Address of Principal Executive Offices)

**94304**  
(Zip code)

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

**N/A**

(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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 7.01 Regulation FD Disclosure.**

On December 11, 2018, VMware Inc. (“VMware”) issued a press release announcing that December 27, 2018 had been set as the record date (the “Record Date”) for VMware’s \$11 billion, conditional one-time special dividend payable pro-rata to all VMware stockholders (the “Special Dividend”) as of the close of business on the Record Date, and containing certain other information regarding the Special Dividend, including its expected tax treatment. Payment of the Special Dividend, which VMware previously announced on July 2, 2018, remains subject to the conditions described in VMware’s Current Reports on Form 8-K filed with the SEC on July 2, 2018, and November 15, 2018. It is currently expected that the payment date for the Special Dividend will be December 28, 2018.

A copy of the press release is furnished as exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release of VMware, Inc. dated December 11, 2018](#)

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements that are based on VMware’s current expectations, including, among other things, statements regarding VMware’s Special Dividend, including its record date and payment date, the tax treatment of the Special Dividend and the specific percentage of the Special Dividend that will be treated as a return on capital or capital gain, the expected completion of the Dell exchange transaction and the satisfaction of conditions to payment of the Special Dividend. These forward-looking statements are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. 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) VMware’s ability to pay the Special Dividend; (ii) the satisfaction of conditions to the Special Dividend payment, including the timely satisfaction of conditions to the consummation of the Dell exchange transaction, including any financing condition; (iii) adverse changes in general economic, capital markets or other market conditions; (iv) competitive factors, including but not limited to pricing pressures, industry consolidation, entry of new competitors into the virtualization software and cloud, end user and mobile computing industries, and new product and marketing initiatives by VMware’s competitors; (v) VMware’s relationship with Dell and Dell’s ability to control matters requiring stockholder approval, including the election of VMware’s board members and matters relating to Dell’s investment in VMware; (vi) tabulation of VMware’s financial results for FY19; and (vii) other factors relating to the final calculation of the portion of the Special Dividend taxable as a dividend or as a return of capital or capital gain including calculations of the impact on VMware as a member of a consolidated tax group with Dell. These forward-looking statements are made as of the date of this Current Report on Form 8-K, 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 VMware’s most recent reports on Form 10-K and Form 10-Q and Current Reports on Form 8-K that we have filed and 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 Current Report on Form 8-K.

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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.

Date: December 11, 2018

VMware, Inc.

By: /s/ Craig Norris

Craig Norris

Vice President and Assistant Secretary

**VMware Announces Record Date for Previously Announced One-Time Special Dividend**

*Record date for previously announced \$11bn one-time special dividend is December 27, 2018*

PALO ALTO, Calif. – Dec 11, 2018 –VMware Inc. (NYSE:VMW) (“VMware”), a leading innovator in enterprise software, today announced that December 27, 2018 has been set as the record date (the “Record Date”) for VMware’s \$11 billion, conditional one-time special dividend payable pro-rata to all VMware stockholders (the “Special Dividend”), previously announced on July 2, 2018. The Special Dividend is payable in connection with the closing of the transaction originally announced on July 2, 2018, by Dell Technologies Inc. (“Dell”) for the exchange of Dell Class V tracking stock for Dell Class C common stock or cash election option that was approved by Dell stockholders earlier today (the “Exchange Transaction”). Payment of the Special Dividend remains subject to the conditions described in VMware’s Current Reports on Form 8-K filed with the SEC on July 2, 2018, and November 15, 2018 (the “Payment Conditions”).

The Special Dividend will be payable to all VMware stockholders of record as of the close of business on the Record Date. VMware will announce the per share dividend amount following the end of trading on the New York Stock Exchange on the Record Date.

It is currently expected that the payment date for the Special Dividend will be December 28, 2018 (the “Payment Date”), subject to satisfaction of the Payment Conditions. The Payment Conditions include the condition that Dell provide a certification to VMware that if Dell’s pro rata share of the Special Dividend is received by Dell’s subsidiaries that are holders of record of VMware common stock by 3:30 p.m. Eastern time on the Payment Date, the closing of the Dell Merger will occur on such date (provided that if payment cannot occur prior to 3:30 p.m. Eastern time, the Payment Date will be December 31, 2018).

Shares of VMware Class A common stock will trade with due bills following the Record Date through and including the Payment Date. The ex-dividend date will be the first trading day following the Payment Date.

**US Federal Tax Treatment of the Special Dividend**

VMware currently estimates that, for federal tax purposes, 60.39% of the Special Dividend will be treated as a taxable dividend, with the other 39.61% of the Special Dividend being first treated as a return on capital to stockholders to the extent of their basis in VMware common stock, and then as capital gain.

The tax treatment of the Special Dividend will be based on VMware’s current and accumulated earnings and profits for VMware’s fiscal year ending February 1, 2019. (“FY19”). The process of determining current and accumulated earnings and profits requires a final determination of VMware’s financial results for FY19 and a review of certain other factors. The determination will be based in part on factors that are outside of the control of VMware and which cannot be ascertained at this time. VMware does not expect the calculation of the portion that will be treated as a taxable dividend for federal tax purposes to be finalized until after the completion of FY19. Accordingly, the portion of the Special Dividend estimated to be a taxable dividend provided in this release is based upon currently available information and is subject to change. VMware currently expects to update information on taxation of the Special Dividend later in calendar year 2019.

The precise tax impact of the Special Dividend to specific stockholders depends upon the stockholder’s individual tax situation. Stockholders are urged to consult with their personal tax advisors.

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## About VMware

VMware software powers the world's complex digital infrastructure. The company's compute, cloud, mobility, networking and security offerings provide a dynamic and efficient digital foundation to over 500,000 customers globally, aided by an ecosystem of 75,000 partners. Headquartered in Palo Alto, California, this year VMware celebrates twenty years of breakthrough innovation benefiting business and society. For more information please visit <https://www.vmware.com/company.html>.

## Forward-Looking Statements

This press release contains forward-looking statements that are based on VMware's current expectations, including, among other things, statements regarding VMware's Special Dividend, including its record date and payment date, the tax treatment of the Special Dividend and the specific percentage of the Special Dividend that will be treated as a return on capital or capital gain, the expected completion of the Dell exchange transaction and the satisfaction of conditions to payment of the Special Dividend. These forward-looking statements are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. 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) VMware's ability to pay the Special Dividend, (ii) the satisfaction of conditions to the Special Dividend payment, including the timely satisfaction of conditions to the consummation of the Dell exchange transaction, including any financing condition, (iii) adverse changes in general economic, capital markets or other market conditions; (iv) competitive factors, including but not limited to pricing pressures, industry consolidation, entry of new competitors into the virtualization software and cloud, end user and mobile computing industries, and new product and marketing initiatives by VMware's competitors; (v) VMware's relationship with Dell and Dell's ability to control matters requiring stockholder approval, including the election of VMware's board members and matters relating to Dell's investment in VMware; (vi) tabulation of VMware's financial results for FY19; and (vii) other factors relating to the final calculation of the portion of the Special Dividend taxable as a dividend or as a return of capital or capital gain including calculations of the impact on VMware as a member of a consolidated tax group with Dell. These forward-looking statements are made as of the date of this press release, 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 VMware's most recent reports on Form 10-K and Form 10-Q and Current Reports on Form 8-K that we have filed and 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 press release.

## Contact

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