

# **VMWARE, INC.**

Reported by  
**DELL MICHAEL S**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 09/07/16 for the Period Ending 09/07/16

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIESFiled 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>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>9/7/2016</b>	3. Issuer Name and Ticker or Trading Symbol <b>VMWARE, INC. [VMW]</b>
(Last) (First) (Middle) <b>ONE DELL WAY</b>	4. 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)	
(Street) <b>ROUND ROCK, TX 78682</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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
(City) (State) (Zip)		

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Class A Common Stock</b>	<b>43025308</b>	<b>I</b>	<b>See footnote (1)</b>

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Class B Common Stock</b>	(2)	(2)	<b>Class A Common Stock</b>	<b>300000000</b>	(2)	<b>I</b>	<b>See footnote (1)</b>

## Explanation of Responses:

- (1) The shares of Class A common stock and Class B common stock are owned of record by EMC Corporation ("EMC"). 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. The reporting person may be deemed to beneficially own securities beneficially owned by EMC by reason of his ownership of securities representing a majority of the voting power represented by all voting securities of Dell Technologies Inc. The reporting person disclaims beneficial ownership of the shares of Class A common stock and Class B common stock held by EMC except to the extent of his pecuniary interest therein.
- (2) Each share of Class B common stock is convertible into one share of Class A common stock at any time at the holder's election.

## Remarks:

Exhibit 24.1 - Power of Attorney

## Reporting Owners

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

## Signatures

/s/ Janet B. Wright, Attorney-in-Fact

9/7/2016

<sup>\*\*</sup>  
— 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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Limited Power of Attorney for Section 16 Reporting Obligations**

The undersigned hereby constitutes and appoints **Janet B. Wright, Robert Potts and James Williamson** as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned reports on Forms 3, 4 and 5 relating to VMware, Inc. in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such report on Form 3, 4, or 5 and the timely filing of such form with the Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that neither of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney may be revoked only by delivering a signed, original "Revocation of Power of Attorney" to the attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of August, 2016.

/s/ Michael S. Dell

Name: Michael S. Dell