

VMWARE, INC.
Reported by
SLP DENALI CO-INVEST GP, L.L.C.

FORM 3
(Initial Statement of Beneficial Ownership)

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

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

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 * SLP Denali Co-Invest GP, L.L.C.	2. Date of Event Requiring Statement (MM/DD/YYYY) 9/7/2016	3. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]
(Last) (First) (Middle) C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) MENLO PARK, CA 94025 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)
Class A Common Stock	43025308	I	See footnotes (1) (2) (3)

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			
Class B Common Stock	(4)	(4)	Class A Common Stock	300000000	(4)	I	See footnotes (1) (2) (3)

Explanation of Responses:

- (1) The shares of Class A Common Stock and Class B Common Stock are directly owned by EMC Corporation ("EMC"). EMC is directly wholly-owned by Dell Inc., which in turn is indirectly wholly-owned by Dell Technologies Inc. ("Dell Technologies") through its directly held wholly-owned subsidiary Denali Intermediate Inc. Dell Technologies is owned by investors including Silver Lake Partners III, L.P. ("SLP III"), Silver Lake Technology Investors III, L.P. ("SLTI III"), Silver Lake Partners IV, L.P. ("SLP IV"), Silver Lake Technology Investors IV, L.P. ("SLTI IV") and SLP Denali Co-Invest, L.P. ("SLP Denali," and together with SLP III, SLTI III, SLP IV and SLTI IV, the "Silver Lake Funds"). The Silver Lake Funds have the right, under an agreement with Dell Technologies and other Dell Technologies stockholders, to approve the sale by Dell Technologies or specified subsidiaries of Dell Technologies of any shares of common stock of the Issuer held by them.
- (2) Silver Lake Group, L.L.C. ("SLG") is the managing member of SLTA III (GP), L.L.C. ("SLTA III GP"), which is the general partner of Silver Lake Technology Associates III, L.P. ("SLTA III"), which is the managing member of SLP Denali Co-Invest GP, L.L.C. ("SLP Denali GP"), which is the general partner of SLP Denali.
- (3) As a result of the relationships and contractual provisions described in footnotes (1) and (2) above, each of the Reporting Persons may be deemed to beneficially own securities of the Issuer held by EMC Corporation. This filing shall not be deemed an admission that the Reporting Persons are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or, for purposes of Section 16 of the Exchange Act or otherwise, that the Reporting Persons are the beneficial owners of any equity securities in excess of their respective pecuniary interests, and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (4) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time, upon the election of the holder, subject to certain exceptions.

Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, SLTA III, SLTA III GP, SLG and certain other affiliates of the Reporting Persons have filed a separate Form 3, which reports indirect ownership of the same securities reported on this Form 3. Michael S. Dell and Dell Technologies are also separately filing a Form 3 reporting beneficial ownership of the securities reported herein and EMC has previously filed reports under Section 16(a) of the Exchange Act reporting beneficial ownership of such securities.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLP Denali Co-Invest GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
SLP Denali Co-Invest, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		

Signatures

By:/s/ Egon Durban, Managing Director, Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C., general partner of Silver Lake Technology Associates III, L.P., managing member of SLP Denali Co-Invest GP, L.L.C.

9/9/2016

**Signature of Reporting Person

Date

By:/s/ Egon Durban, Managing Director, Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C., GP of Silver Lake Technology Associates III, L.P., managing member of SLP Denali Co-Invest GP, L.L.C., GP of SLP Denali Co-Invest, L.P.

9/9/2016

**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.

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