

VMWARE, INC.

Reported by
DELL MICHAEL S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/02/20 for the Period Ending 12/30/19

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CIK	0001124610
Symbol	VMW
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FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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 * DELL MICHAEL S (Last) (First) (Middle) ONE DELL WAY (Street) ROUND ROCK, TX 78682 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]	5. 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)
3. Date of Earliest Transaction (MM/DD/YYYY) 12/30/2019		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	12/30/2019		A	(2)(3)(4)	7221836		(1)	(1)	Class A Common Stock	7221836	(2)(3)(4)	307221836	I	See footnote (5)

Explanation of Responses:

- (1) Each share of Class B common stock of Pivotal Software, Inc. ("Pivotal") beneficially owned by the reporting person is convertible into one share of Class A common stock of Pivotal at any time at the holder's election.
- (2) On December 30, 2019, Pivotal and VMware, Inc. ("VMware") completed the transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement") by and among Pivotal, VMware and Raven Transaction Sub, a wholly-owned subsidiary of VMware ("Merger Sub"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Pivotal (the "Merger"), with Pivotal surviving the Merger as a wholly-owned subsidiary of VMware and Merger Sub ceasing to exist following the Merger.
- (3) Pursuant to the Merger Agreement, each outstanding share of Class A common stock of Pivotal, other than (i) shares held by any of Pivotal's stockholders who have properly exercised and perfected their appraisal rights under Section 262 of the Delaware General Corporation Law and (ii) shares held in the treasury of Pivotal or owned, directly or indirectly, by Dell Technologies Inc., EMC Equity Assets LLC, VMW Holdco LLC, VMware or Merger Sub immediately prior to the December 30, 2019, was canceled and ceased to exist and was automatically converted into the right to receive \$15.00 in cash and each share of Class B common stock of Pivotal (other than those held by VMware or Merger Sub) was canceled and converted into the right to receive 0.0550 shares of Class B common stock of VMware.
- (4) [Continuation] On December 30, 2019, in connection with the closing of the transactions under the Merger Agreement, the 131,306,110 shares of Class B common stock of Pivotal previously held by EMC Equity Assets LLC ("EMC Sub"), a direct wholly-owned subsidiary of EMC Corporation ("EMC"), were canceled and EMC Sub received 7,221,836 shares of Class B common stock of VMware.
- (5) Of the 307,221,836 shares of Class B Common Stock reported in Column 9 of Table II, (a) EMC is the record holder of 240,000,000 shares, (b) VMW Holdco LLC, a direct wholly-owned subsidiary of EMC, is the record holder of 60,000,000 shares, and (c) EMC Sub is the record holder of 7,221,836 shares. 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 held by EMC, VMW Holdco LLC and EMC Sub 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 B Common Stock held by EMC, VMW Holdco LLC and EMC Sub except to the extent of his pecuniary interest therein.

Reporting Owners

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

Signatures

By: /s/ Robert Potts, Attorney-in-Fact

1/2/2020

--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 4(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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