

**VMWARE, INC.**  
Reported by  
**DELL TECHNOLOGIES INC**

**FORM 4/A**  
(Amended Statement of Changes in Beneficial Ownership)

Filed 05/09/17 for the Period Ending 03/31/17

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	3572 - Computer Storage Devices
Industry	Computer Hardware
Sector	Technology
Fiscal Year	01/31

# 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 * <b>Dell Technologies Inc</b> (Last) (First) (Middle) <b>ONE DELL WAY</b> (Street) <b>ROUND ROCK, TX 78682</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VMWARE, INC. [ VMW ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)      ____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/31/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY) <b>4/4/2017</b>		

**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			
Class A Common Stock	3/31/2017		S		2699204	D	\$89.1383 (1)	34089448	I	See footnote (2)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

- (1) This Form 4/A is being filed to provide the final price per share paid for the Class A Common Stock in the reported transaction, which was calculated in the manner reported in the Form 4 filed by the Reporting Persons on April 4, 2017. The Reporting Persons are filing a report on Form 4 reporting the additional shares of Class A Common Stock sold in the transaction, which is expected to close on May 10, 2017.
- (2) The 2,699,204 shares of Class A Common Stock sold in the reported transaction, which closed on April 5, 2017, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Following the reported transaction, EMC is the record holder of 33,439,359 shares of the 34,089,448 shares of Class A Common Stock reported in Column 5 of Table I, and EMC Equity Assets LLC is the record holder of the remainder of the shares of Class A Common Stock reported in Column 5 of Table I. 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dell Technologies Inc ONE DELL WAY ROUND ROCK, TX 78682		X		
EMC CORP ONE DELL WAY ROUND ROCK, TX 78682		X		

#### Signatures

Dell Technologies Inc. By: /s/ Janet B. Wright, Senior Vice President & Assistant Secretary

5/9/2017

— Signature of Reporting Person

Date

EMC Corporation By: /s/ Janet B. Wright, Senior Vice President & Assistant Secretary

5/9/2017

— 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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