

VMWARE, INC.
Reported by
VMW HOLDCO LLC

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 04/13/17 for the Period Ending 04/12/17

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 * VMW Holdco LLC	2. Date of Event Requiring Statement (MM/DD/YYYY) 4/12/2017	3. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]
(Last) (First) (Middle) ONE DELL WAY	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) ROUND ROCK, TX 78682	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)
Class A Common Stock	20000000	D (1)	

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	(2)	(2)	Class A Common Stock	60000000	(2)	D (1)	

Explanation of Responses:

- (1) The reporting person is a direct wholly-owned subsidiary of 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. On April 12, 2017, the reporting person received these shares of Class A Common Stock and Class B Common Stock as a capital contribution from its parent, EMC. Dell Technologies and EMC each retain beneficial ownership of such shares of Class A Common Stock and Class B Common Stock following such transfer.
- (2) 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.

Reporting Owners

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

Signatures

VMW Holdco LLC By: /s/ Janet B. Wright, Senior Vice President & Assistant Secretary

4/13/2017

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.