

VMWARE, INC.

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/18/16

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

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

SCHEDULE 14A
(Rule 14a – 101)

**INFORMATION REQUIRED IN
PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, For Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to R240.14a-12

VMware, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: ☐

(2) Aggregate number of securities to which transaction applies: ☐

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee calculated and state how it was determined): ☐

(4) Proposed maximum aggregate value of transaction: ☐

(5) Total fee paid: ☐

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

VMWARE, INC.

SUPPLEMENT TO THE PROXY STATEMENT
FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 26, 2016

The following information relates to the proxy statement (the “**Proxy Statement**”) of VMware, Inc. (the “**Company**”), dated April 13, 2016, furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for the 2016 Annual Meeting of Stockholders and any adjournment or postponement thereof to be held at the Company’s principal executive offices at 3425 Hillview Avenue, Palo Alto, California 94304, on May 26, 2016, at 9:00 a.m. Pacific Time. All capitalized terms used in this supplement to the Proxy Statement (the “**Supplement**”) and not otherwise defined herein have the meaning ascribed to them in the Proxy Statement.

THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

Supplemental Disclosure Regarding Potential Payments Upon Termination or Change in Control

The following supplemental disclosure is added to the Proxy Statement section “*Potential Payments Upon Termination or Change in Control*” beginning on page 61 of the Proxy Statement:

Supplemental Disclosure Concerning Departure and Consulting Arrangement with Former Named Executive Officer

On February 29, 2016, Carl Eschenbach resigned from his position as President and Chief Operating Officer of the Company, effective March 31, 2016. Upon Mr. Eschenbach’s departure, he forfeited a total of 110,348 unvested RSUs with a market value of approximately \$5.6 million as of his last day as a VMware employee. The forfeited RSUs were scheduled to vest through 2018. Of that amount, 41,737 RSUs with a market value of approximately \$2.1 million would have vested through the end of 2016 had Mr. Eschenbach continued his employment with the Company.

On April 14, 2016, the Company entered into a consulting agreement with Mr. Eschenbach for his services as a strategic advisor to the Company. The agreement provides for Mr. Eschenbach to receive cash compensation at a monthly rate that will enable him to earn the value of the forfeited RSUs that would have vested in 2016, should Mr. Eschenbach continue to provide services through December 31, 2016. The monthly rate will continue as long as Mr. Eschenbach provides his services to VMware pursuant to the agreement. The agreement has no fixed term and is terminable at will by either party.

This Supplement is first being released to stockholders on or about April 18, 2016 and should be read together with the Proxy Statement. The information contained in this Supplement to the Proxy Statement modifies or supersedes any inconsistent information contained in the Proxy Statement.