

VMWARE, INC.

Reported by
DURBAN EGON

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 02/10/17 for the Period Ending 12/19/16

| | |
|-------------|--|
| 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 |

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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 * Durban Egon (Last) (First) (Middle) C/O SILVER LAKE,, 2775 SAND HILL ROAD, SUITE 100 (Street) MENLO PARK, CA 94025 (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 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) 12/19/2016 | | 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 |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) 12/20/2016 | | |

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 | 12/19/2016 | | S | | 4775142 | D | \$80.1712 (1) | 38250166 | I | See footnotes (2) (3) (4) (5) (6) |

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 transaction reported in the Form 4 filed by the Reporting Persons on December 20, 2016, which was calculated in the manner described therein. The Reporting Persons are also filing a separate Form 4 reporting the additional shares of Class A Common Stock to be delivered in an additional closing to the transaction described in the initial Form 4, which is expected to close on February 15, 2017.
- (2) The 4,775,142 shares of Class A Common Stock of VMware, Inc. (the "Issuer") sold in the reported transaction, which closed on December 22, 2016, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Following the transaction reported herein, EMC is the record holder of 35,139,359 of the 38,250,166 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 such shares.
- (3) 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").
- (4) Silver Lake Group, L.L.C. ("SLG") is the managing member of (i) 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 general partner of SLP III and SLTI III and the managing member of SLP Denali Co-Invest GP, L.L.C. ("SLP Denali GP"), which is the general partner of SLP Denali and (ii) SLTA IV (GP), L.L.C. ("SLTA IV GP"), which is the general partner of Silver Lake Technology Associates IV, L.P. ("SLTA IV", and collectively with the Silver Lake Funds, SLP Denali GP, SLTA III, SLTA III GP, SLTA IV GP and SLG, the "Silver Lake Investors"), which is the general partner of SLP IV and SLTI IV. Egon Durban, who serves as a director of the Issuer, also serves as a Managing Director of SLG and as a member of the investment committees of SLTA III GP and SLTA IV GP.
- (5) 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. As a result of the relationships and contractual provisions described above and in footnotes (2), (3) and (4) above, each of the Reporting Persons may be deemed to beneficially own securities of the Issuer held by EMC Equity Assets LLC and EMC.
- (6) This filing shall not be deemed an admission that the Silver Lake Investors engaged in any transaction subject to Section 16 of the Securities Exchange Act

of 1934, as amended (the "Exchange Act"), are subject to Section 16 of 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.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, SLP Denali and SLP Denali GP have filed a separate Form 4, which reports the transaction reported herein. Michael S. Dell, Dell Technologies and EMC are also separately filing a Form 4 reporting the transaction reported herein.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Durban Egon C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Silver Lake Partners III LP C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Technology Investors III, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA | | X | | |
| Silver Lake Technology Associates III, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SLTA III (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Partners IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Technology Investors IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Technology Associates IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SLTA IV (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Group, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Egon Durban

—Signature of Reporting Person

2/10/2017

Date

By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C.

—Signature of Reporting Person

2/10/2017

Date

By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA III (GP), L.L.C.

—Signature of Reporting Person

2/10/2017

Date

By: /s/ Egon Durban; Egon Durban, Managing Director of 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.

2/10/2017

| | |
|---|-----------|
| Signature of Reporting Person | Date |
| By: /s/ Egon Durban; Egon Durban, Managing Director of 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., general partner of Silver Lake Partners III, L.P. | 2/10/2017 |
| Signature of Reporting Person | Date |
| By: /s/ Egon Durban; Egon Durban, Managing Director of 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., general partner of Silver Lake Technology Investors III, L.P. | 2/10/2017 |
| Signature of Reporting Person | Date |
| By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C. | 2/10/2017 |
| Signature of Reporting Person | Date |
| By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P. | 2/10/2017 |
| Signature of Reporting Person | Date |
| By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P., general partner of Silver Lake Partners IV, L.P. | 2/10/2017 |
| Signature of Reporting Person | Date |
| By: /s/ Egon Durban; Egon Durban, Managing Director of Silver Lake Group, L.L.C., managing member of SLTA IV (GP), L.L.C., general partner of Silver Lake Technology Associates IV, L.P., general partner of Silver Lake Technology Investors IV, L.P. | 2/10/2017 |
| 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.

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.