

NVIDIA CORP  
Form SC TO-I/A  
February 27, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

(Amendment No. 2)

*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)*  
*of the Securities Exchange Act of 1934*

**NVIDIA CORPORATION**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**OPTIONS TO PURCHASE COMMON STOCK**

**par value \$.001 per share**

(Title of Class of Securities)

**67066G 10 4**

(CUSIP Number of Class of Securities of Underlying Common Stock)

**Jen-Hsun Huang**

**President and Chief Executive Officer**

**NVIDIA Corporation**

**2701 San Tomas Expressway**

**Santa Clara, California 95050**

**(408) 486-2000**

(Name, address and telephone number of person authorized to receive notices and  
communications on behalf of filing person)

*Copies to:*

**David M. Shannon, Esq.**

**NVIDIA Corporation**

**2701 San Tomas Expressway**

**Santa Clara, California 95050**

**(408) 486-2000**

**Scott P. Spector, Esq.**

**William L. Hughes, Esq.**

**Fenwick & West LLP**

**801 California Street**

**Mountain View, California 94041**

**(650) 988-8500**

**CALCULATION OF FILING FEE**

**Transaction valuation\***

**\$91,449,704**

**Amount of filing fee\*\***

**\$3,594**

\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 33,109,990 shares of Common Stock of NVIDIA Corporation will be purchased pursuant to this offer for an aggregate cash value of \$91,449,704. The actual transaction value will be based on the number of options tendered, if any, which may result in a lower aggregate amount.

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\$39.30 per \$1,000,000 of the aggregate offering amount pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Advisory No. 6 for fiscal year 2008.

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

Amount Previously Paid: \$3,594  
Form or Registration Number: 005-56649

Filing Party: NVIDIA Corporation  
Date Filed: February 11, 2009

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ Third party tender offer subject to Rule 14d-1.

☒ Issuer tender offer subject to Rule 13e-4.

☐ Going-private transaction subject to Rule 13e-3.

☐ Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☐

**SCHEDULE TO**

**(Amendment No. 2)**

This Amendment No. 2 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission (the "SEC") on February 11, 2009, as amended, in connection with NVIDIA Corporation's (the "Company") offer to purchase currently outstanding options having an exercise price equal to or greater than \$17.50 per share and granted under the Company's 2007 Equity Incentive Plan, 2000 Nonstatutory Equity Incentive Plan, or 1998 Equity Incentive Plan, or granted under the PortalPlayer, Inc. Amended and Restated 2004 Stock Incentive Plan and PortalPlayer, Inc. 1999 Stock Option Plan and assumed by the Company in connection with its acquisition of PortalPlayer, Inc. (the "Offer"). Except as amended and supplemented hereby, all terms of the Offer and all disclosure set forth in the Schedule TO and the exhibits thereto remain unchanged.

**ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.**

Item 6(c) of the Schedule TO is hereby amended and restated as follows:

- (c) **Plans.** The information set forth in the Offer to Purchase under Section 9 ( "Interests of Directors and Officers; Transactions and Arrangements Involving Options") and Section 17 ( "Corporate Plans, Proposals and Negotiations") is incorporated herein by reference.

**SCHEDULE TO**

**(Amendment No. 2)**

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended and restated in its entirety as follows:

- 99.(a)(1)(A) Offer to Purchase Outstanding Common Stock Options Having an Exercise Price Equal to or Greater than \$17.50 per Share, dated February 11, 2009, as amended February 27, 2009
- 99.(a)(1)(B)\* E-mail to All Employees Announcing Offer to Purchase
- 99.(a)(1)(C)\* Form of E-mail to Eligible Employees Announcing Offer to Purchase
- 99.(a)(1)(D) Form of Summary of Terms
- 99.(a)(1)(E)\* Form of Paper Election Form
- 99.(a)(1)(F)\* Form of Paper Change/Withdrawal Form
- 99.(a)(1)(G)\* Form of Election Confirmation E-mail
- 99.(a)(1)(H)\* Form of E-mail Reminder to Employees
- 99.(a)(1)(I)\* Screen Shots of NVIDIA Offer Website
- 99.(a)(1)(J)\* Press Release dated February 11, 2009
- 99.(a)(1)(K)\* Screen Shots of NVIDIA Intranet Website
- 99.(a)(1)(L)\* Company Meeting Powerpoint Presentation
- 99.(a)(1)(M)\* Offer to Purchase Powerpoint Presentation
- 99.(a)(1)(N) NVIDIA Corporation's Annual Report on Form 10-K, for its fiscal year ended January 27, 2008, filed with the Securities and Exchange Commission on March 21, 2008, and incorporated herein by reference.
- 99.(a)(1)(O) NVIDIA Corporation's Definitive Proxy Statement on Schedule 14-A filed with the Securities and Exchange Commission on May 25, 2008, and incorporated herein by reference.
- 99.(a)(1)(P) NVIDIA Corporation's Quarterly Report on Form 10-Q, for its first fiscal quarter ended April 27, 2008, filed with the Securities and Exchange Commission on May 22, 2008, and incorporated herein by reference.
- 99.(a)(1)(Q) NVIDIA Corporation's Quarterly Report on Form 10-Q, for its second fiscal quarter ended July 27, 2008, filed with the Securities and Exchange Commission on August 21, 2008, and incorporated herein by reference.
- 99.(a)(1)(R) NVIDIA Corporation's Quarterly Report on Form 10-Q, for its third fiscal quarter ended October 26, 2008, filed with the Securities and Exchange Commission on December 2, 2008, and incorporated herein by reference.
- 99.(a)(1)(S) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 27, 2008, and incorporated herein by reference.
- 99.(a)(1)(T) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 21, 2008, and incorporated herein by reference.
- 99.(a)(1)(U) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 2, 2008, and incorporated herein by reference.
- 99.(a)(1)(V) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 8, 2008, and incorporated herein by reference.
- 99.(a)(1)(W) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 18, 2008, and incorporated herein by reference.
- 99.(a)(1)(X) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 22, 2008, and incorporated herein by reference.
- 99.(a)(1)(Y) NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2008, and incorporated herein by reference.

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99.(a)(1)(Z)

NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 16, 2008, and incorporated herein by reference.

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| <b>Exhibit Number</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                   |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.(a)(1)(AA)         | NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 10, 2008, and incorporated herein by reference.                                                                                                                                                        |
| 99.(a)(1)(AB)         | NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 16, 2009, and incorporated herein by reference.                                                                                                                                                         |
| 99.(a)(1)(AC)         | The description of the Company's common stock which is contained in the Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on January 12, 1999, including any other amendment or report filed for the purpose of updating such description, and incorporated herein by reference. |
| 99.(a)(1)(AD)**       | Transcript of Portions of Company Meeting Held on February 11, 2009.                                                                                                                                                                                                                                                 |
| 99.(a)(1)(AE)         | NVIDIA Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 27, 2009, and incorporated by reference herein.                                                                                                                                                        |
| 99.(a)(1)(AF)         | Form of E-mail Regarding Amendment No. 2                                                                                                                                                                                                                                                                             |
| 99.(b)                | Not applicable.                                                                                                                                                                                                                                                                                                      |
| 99.(c)                | Not applicable.                                                                                                                                                                                                                                                                                                      |
| 99.(d)(1)(A)          | NVIDIA Corporation 2007 Equity Incentive Plan, as amended (incorporated herein by reference to the indicated exhibit in its Current Report on Form 8-K (No. 0-23985), filed with the Securities and Exchange Commission on June 27, 2007).                                                                           |
| 99.(d)(1)(B)          | NVIDIA Corporation's 2000 Nonstatutory Equity Incentive Plan, as amended, (incorporated herein by reference to the indicated exhibit in its Schedule TO Amendment No. 1 (No. 005-56649), filed with the Securities and Exchange Commission on November 29, 2006).                                                    |
| 99.(d)(1)(C)          | NVIDIA Corporation's 1998 Equity Incentive Plan, as amended (incorporated herein by reference to the indicated exhibit in its Current Report on Form 8-K (No. 0-23985), filed with the Securities and Exchange Commission on March 13, 2006).                                                                        |
| 99.(d)(1)(D)          | PortalPlayer, Inc. Amended and Restated 2004 Stock Incentive Plan (incorporated herein by reference to the indicated exhibit in its Registration Statement on Form S-8 (No. 333-140021), filed with the Securities and Exchange Commission on January 16, 2007).                                                     |
| 99.(d)(1)(E)          | PortalPlayer, Inc. 1999 Stock Option Plan and Form of Agreements thereunder (incorporated herein by reference to the indicated exhibit in its Registration Statement on Form S-8 (No. 333-140021), filed with the Securities and Exchange Commission on January 16, 2007).                                           |
| 99.(d)(1)(F)          | NVIDIA Corporation's 1998 Equity Incentive Plan ISO, as amended (incorporated herein by reference to the indicated exhibit in its Quarterly Report on Form 10-Q for its third fiscal quarter ended October 24, 2004 (No. 0-23985), filed with the Securities and Exchange Commission on November 22, 2004).          |
| 99.(d)(1)(G)          | NVIDIA Corporation's 1998 Equity Incentive Plan NSO, as amended (incorporated herein by reference to the indicated exhibit in its Quarterly Report on Form 10-Q for its third fiscal quarter ended October 24, 2004 (No. 0-23985), filed with the Securities and Exchange Commission on November 22, 2004).          |
| 99.(d)(1)(H)          | NVIDIA Corporation's 2007 Equity Incentive Plan Non Statutory Stock Option (incorporated herein by reference to the indicated exhibit in its Quarterly Report on Form 10-Q for its second fiscal quarter ended July 29, 2007 (No. 0-23985), filed with the Securities and Exchange Commission on August 22, 2007).   |
| 99.(d)(1)(I)          | NVIDIA Corporation's 2007 Equity Incentive Plan Incentive Stock Option (incorporated herein by reference to the indicated exhibit in its Quarterly Report on Form 10-Q for its second fiscal quarter ended July 29, 2007 (No. 0-23985), filed with the Securities and Exchange Commission on August 22, 2007).       |
| 99.(e)                | Not applicable.                                                                                                                                                                                                                                                                                                      |
| 99.(f)                | Not applicable.                                                                                                                                                                                                                                                                                                      |
| 99.(g)                | Not applicable.                                                                                                                                                                                                                                                                                                      |
| 99.(h)                | Not applicable.                                                                                                                                                                                                                                                                                                      |

- \* Previously filed as an exhibit to the Schedule TO filed with the Securities and Exchange Commission on February 11, 2009.
- \*\* Previously filed as an exhibit to Amendment No. 1 to Schedule TO filed with the Securities and Exchange Commission on February 12, 2009.

**SCHEDULE TO**

**(Amendment No. 2)**

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 27, 2009

**NVIDIA CORPORATION**

By:                   /s/   JEN-HSUN HUANG  
                              **Jen-Hsun Huang**

**President and Chief Executive Officer**

**SCHEDULE TO**

**(Amendment No. 2)**

**INDEX OF EXHIBITS**

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