

VMWARE, INC.

Form 3

September 09, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

A Durban Egon

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/07/2016

3. Issuer Name **and** Ticker or Trading Symbol
VMWARE, INC. [VMW]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O SILVER LAKE, A 2775
SAND HILL ROAD, SUITE 100

(Street)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

MENLO PARK, A CA A 94025

(City)

(State)

(Zip)

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

43,025,308

I

See footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (4)	Â (4)	Class A Common Stock	300,000,000 \$ (4)		I	See footnotes (1) (2) (3)

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,Â CAÂ 94025	Â X	Â	Â	Â
Silver Lake Partners III LP C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Silver Lake Technology Investors III, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ	Â	Â X	Â	Â
Silver Lake Technology Associates III, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
SLTA III (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Silver Lake Partners IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Silver Lake Technology Investors IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Silver Lake Technology Associates IV, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
SLTA IV (GP), L.L.C. C/O SILVER LAKE	Â	Â X	Â	Â

2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

Silver Lake Group, L.L.C.

C/O SILVER LAKE

2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

Â Â X Â Â

Signatures

EGON DURBAN: /s/ Egon Durban

09/09/2016

__Signature of Reporting Person

Date

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

09/09/2016

__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.

09/09/2016

__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.

09/09/2016

__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.

09/09/2016

__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.

09/09/2016

__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.

09/09/2016

__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.

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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.

09/09/2016

__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.

09/09/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The shares of Class A Common Stock and Class B Common Stock are directly owned by 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. 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"). 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.

(2) 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.

(3) As a result of the relationships and contractual provisions described in footnotes (1) and (2) above, each of the Reporting Persons may be deemed to beneficially own securities of the Issuer held by EMC Corporation. This filing shall not be deemed an admission that the Silver Lake Investors are subject to Section 16 of the Securities Exchange Act of 1934, as amended (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.

(4) 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, subject to certain exceptions.

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Remarks:

TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ ExchangeÂ

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.