

NVIDIA CORP
Form 8-K
August 24, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 18, 2010**

NVIDIA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23985
(Commission
File Number)

94-3177549
(IRS Employer
Identification No.)

**2701 San Tomas
Expressway, Santa
Clara, CA**
(Address of principal
executive offices)

95050
(Zip Code)

Registrant's telephone number, including area code: **(408) 486-2000**

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On August 18, 2010, NVIDIA Corporation and Sobrato Interests III entered into an amendment to each of the following agreements, collectively, the Amendments: (i) Lease dated April 4, 2000 between NVIDIA and Sobrato, as amended, for Building A located at 2721 San Tomas Expressway, Santa Clara, California, or the Building A Lease; (ii) Lease dated April 4, 2000 between NVIDIA and Sobrato, as amended, for Building B located at 2731 San Tomas Expressway, Santa Clara, California, or the Building B Lease; (iii) Lease dated April 4, 2000 between NVIDIA and Sobrato, as amended, for Building C located at 2711 San Tomas Expressway, Santa Clara, California, or the Building C Lease; and (iv) Lease dated April 4, 2000 between NVIDIA and Sobrato, as amended, for Building D located at 2701 San Tomas Expressway, Santa Clara, California, or the Building D Lease and together with the Building A Lease, Building B Lease and Building C Lease, the Leases).

Pursuant to the Amendments, NVIDIA and Sobrato agreed to amend the Leases, to among other things:

- extend the term of each Lease by seven years (from (i) February 29, 2012 to February 28, 2019 with respect to the Building A Lease and Building D Lease; (ii) January 31, 2012 to January 31, 2019 with respect to the Building B Lease; and (iii) March 3, 2012 to March 3, 2019 with respect to the Building C Lease);

- reduce the base monthly rent payable by NVIDIA to Sobrato (commencing on (i) March 1, 2012 with respect to the Building A Lease and Building D Lease; (ii) February 1, 2012 with respect to the Building B Lease; and (iii) March 4, 2012 with respect to the Building C Lease); and

- provide for the return of security deposits to NVIDIA.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 24, 2010

NVIDIA Corporation

By: /s/ David M. Shannon

David M. Shannon

Executive Vice President, General Counsel and Secretary