

HUANG JEN-HSUN  
Form SC 13G/A  
January 29, 2003

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**NVIDIA Corporation**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**67066G104**

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(CUSIP Number)

**December 31, 2002**

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(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**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 control number.**

CUSIP No. 67066G104

13G

Page 2 of 7 Pages

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

Jen-Hsun Huang

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) "  
(b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

11,347,322 (1)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

11,347,322 (1)

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,347,322 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12. TYPE OF REPORTING PERSON

IN

- (1) Includes 8,055,922 shares held by The Jen-Hsun Huang and Lori Huang Living Trust dated May 1, 1995 and 1,002,400 shares held by J. and L. Huang Investments, L.P. Also includes 2,289,000 shares issuable pursuant to options exercisable within 60 days of December 31, 2002.

**\*SEE INSTRUCTION BEFORE FILLING OUT!**



1. NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

Jen-Hsun Huang and Lori Huang, as Trustees of the Jen-Hsun and Lori Huang Living Trust dated May 1, 1995

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a) ..  
 (b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
 California

5. SOLE VOTING POWER  
 8,055,922

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH:

6. SHARED VOTING POWER  
 0

7. SOLE DISPOSITIVE POWER  
 8,055,922

8. SHARED DISPOSITIVE POWER  
 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 8,055,922

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
 ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 5.1%

12. TYPE OF REPORTING PERSON  
 OO

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

CUSIP No. 67066G104

13G

Page 4 of 7 Pages

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

J. and L. Huang Investments, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) "  
(b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

5. SOLE VOTING POWER

1,002,400

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

1,002,400

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,002,400

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.6%

12. TYPE OF REPORTING PERSON

PN

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

**Item 1.**

(a) Name of Issuer

NVIDIA Corporation

(b) Address of Issuer's Principal Executive Offices

2701 San Tomas Expressway  
Santa Clara, CA 95050

**Item 2.**

(a) Name of Person Filing:

Jen-Hsun Huang  
Jen-Hsun Huang and Lori Huang, as Trustees of The Jen-Hsun and Lori Huang Living Trust dated May 1, 1995 ( Trust )  
J. and L. Huang Investments, L.P. ( Huang Investments )

(b) Address of Principal Business Office or, if none, Residence

2701 San Tomas Expressway  
Santa Clara, CA 95050

(c) Citizenship

|                   |            |
|-------------------|------------|
| Jen-Hsun Huang    | USA        |
| Trust             | California |
| Huang Investments | California |

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 67066G104

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

|                   |             |
|-------------------|-------------|
| Jen-Hsun Huang    | 11,347,322* |
| Trust             | 8,055,922   |
| Huang Investments | 1,002,400   |

(b) Percent of Class:

|                   |      |
|-------------------|------|
| Jen-Hsun Huang    | 7.1% |
| Trust             | 5.1% |
| Huang Investments | 0.6% |

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

|                   |             |
|-------------------|-------------|
| Jen-Hsun Huang    | 11,347,322* |
| Trust             | 8,055,922   |
| Huang Investments | 1,002,400   |

(ii) Shared power to vote or to direct the vote:

|                   |   |
|-------------------|---|
| Jen-Hsun Huang    | 0 |
| Trust             | 0 |
| Huang Investments | 0 |

(iii) Sole power to dispose or to direct the disposition of:

|                   |             |
|-------------------|-------------|
| Jen-Hsun Huang    | 11,347,322* |
| Trust             | 8,055,922   |
| Huang Investments | 1,002,400   |

(iv) Shared power to dispose or to direct the disposition of:

|                   |   |
|-------------------|---|
| Jen-Hsun Huang    | 0 |
| Trust             | 0 |
| Huang Investments | 0 |

\* Includes 8,055,922 shares held by The Jen-Hsun and Lori Huang Living Trust dated May 1, 1995 and 1,002,400 shares held by J. and L. Huang Investments, L.P. Also includes 2,289,000 shares issuable pursuant to options exercisable within 60 days of December 31, 2002.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

Not Applicable

**SIGNATURE**

After reasonable 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.

January 27, 2003

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Date

/s/ JEN-HSUN HUANG

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Signature

Jen-Hsun Huang

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**JEN-HSUN HUANG AND LORI HUANG, AS  
TRUSTEES OF THE JEN-HSUN AND LORI  
HUANG LIVING TRUST DATED MAY 1,  
1995**

/s/ JEN-HSUN HUANG

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Jen-Hsun Huang, Trustee

/s/ LORI HUANG

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Lori Huang, Trustee

**J. AND L. HUANG INVESTMENTS, L.P.**

/s/ JEN-HSUN HUANG

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Jen-Hsun Huang, General Partner