



Item 5.07. Submission of Matters to a Vote of Security Holders

On January 9, 2017, Dell Technologies Inc., the controlling stockholder of VMware, Inc. (“VMware”), provided the consent of its wholly owned subsidiary EMC Corporation, the sole Class B common stockholder of VMware, to the aggregate size of VMware’s 2017 equity grants until such time that VMware’s aggregate equity pool for the full calendar year 2017 is approved in accordance with VMware’s Amended and Restated Certificate of Incorporation. The action was taken by written consent pursuant to Section 228 of the Delaware General Corporation Law. VMware’s 2017 equity grants will be issued from the VMware 2007 Equity and Incentive Plan share reserve previously approved by VMware’s stockholders.

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SIGNATURES

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.

VMware, Inc.

Date: January 12, 2017 By: /s/ S. Dawn Smith

S. Dawn Smith

Senior Vice President, Chief Legal Officer and Secretary