



|           |   |
|-----------|---|
| Exhibit C | Webpage: <i>NVIDIA Newsroom – Releases – NVIDIA Reports Financial Results for Third Quarter Fiscal 2014</i><br><br><a href="http://nvidianews.nvidia.com/Releases/NVIDIA-Reports-Financial-Results-for-Third-Quarter-Fiscal-2014-a5f.aspx">http://nvidianews.nvidia.com/Releases/NVIDIA-Reports-Financial-Results-for-Third-Quarter-Fiscal-2014-a5f.aspx</a> (last visited 12/12/2013). |
| Exhibit D | Webpage: <i>Intel Corporation – Stock Buyback Summary</i><br><br><a href="http://www.intc.com/stockBuyBack.cfm">http://www.intc.com/stockBuyBack.cfm</a> (last visited 12/12/2013).   |
| Exhibit E | Webpage: <i>STMicroelectronics – Investor Information – Dividends</i><br><br><a href="http://investors.st.com/phoenix.zhtml?c=111941&amp;p=irol-dividends">http://investors.st.com/phoenix.zhtml?c=111941&amp;p=irol-dividends</a> (last visited 12/12/2013).   |

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: December 16, 2013

Respectfully submitted,

By:                   /s/ Joseph Milowic III                  

Joseph Milowic III (*pro hac vice*)  
QUINN EMANUEL URQUHART &  
SULLIVAN, LLP  
51 Madison Avenue, 22<sup>nd</sup> Floor  
New York, New York 10010  
(212) 849-7000 Telephone  
(212) 849-7100 Facsimile  
josephmilowic@quinnemanuel.com

*Attorneys for Defendants,  
Marvell Technology Group, Ltd. and  
Marvell Semiconductor, Inc.*

# **EXHIBIT A**

Home > Quotes > MRVL



**Marvell Technology Group Ltd. Stock Quote & Summary Data**

**\$13.9219** \* **0.7719** **↑ 5.87%**

\*Delayed - data as of Dec. 16, 2013 10:29 ET

|                             |                     |
|-----------------------------|---------------------|
| Best Bid / Ask:             | \$ 13.92 / \$ 13.93 |
| 1 Year Target:              | 15                  |
| Today's High/Low:           | \$ 13.93 / \$ 13.60 |
| Volume                      | 2,754,588           |
| 50 Day Avg. Daily Volume    | 6,936,723           |
| Previous Close:             | \$ 13.15            |
| 52 Week High /Low:          | \$ 14.64 / \$ 6.98  |
| Market cap                  | \$ 6,848,182,610    |
| P/E Ratio:                  | 26.27               |
| Forward P/E(1y)             | 19.06               |
| Earnings Per Share (EPS)    | \$ 0.53             |
| Annualized dividend         | \$ 0.24             |
| Ex Dividend Date            | Dec. 10, 2013       |
| Dividend Payment Date       | Dec. 23, 2013       |
| Current Yield               | 1.83 %              |
| Beta                        | 0.97                |
| NASDAQ Official Open Price  | \$ 13.60            |
| Date of Open Price          | Dec. 16, 2013       |
| NASDAQ Official Close Price | \$ 13.15            |
| Date of Close Price         | Dec. 13, 2013       |
| Community Sentiment         | Bullish             |

Dynamic quotes: [On](#)

**Sell MRVL Today?**



I'm Steve Reitmeister with Zacks Investment Research. We're releasing a free MRVL analysis that forecasts where it's heading in 1-3 months.

This prediction model is worth noting because it nearly *triples* the market's average yearly gain.

**Important:** A second free report based on that model reveals all of Zacks' MUST-SELL stocks. See if MRVL or any of your holdings are on this list. [Get both free reports right now >](#)

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**Intraday Chart**



[5d](#) | [1m](#) | [6m](#) | [12m](#) | [More Charting](#)

**Company Description (as filed with the SEC)**

We are a fabless semiconductor provider of high-performance application-specific standard products. Our core strength of expertise is the development of complex System-on-a-Chip ("SoC") devices, leveraging our extensive technology portfolio of intellectual property in the areas of analog, mixed-signal, digital signal processing, and embedded and standalone ARM-based microprocessor integrated circuits. We also develop platforms that we define as integrated hardware along with software that incorporates digital computing technologies designed and configured to provide an optimized computing solution compared to individual components. ... [More](#) ...

**News Headlines for MRVL**



**Marvell Expands its Broad 4G LTE Product Portfolio with the ARMADA Mobile PXA1088LTE Pro Platform to Support the Issuing of 4G TD-LTE Licenses in China and Operators Worldwide**  
 12/16/2013 8:30:00 AM - PR Newswire

**Marvell Co-Founders Honored with the 2013 Dr. Morris Chang Exemplary Leadership Award by the Global Semiconductor Alliance**  
 12/16/2013 8:00:00 AM - PR Newswire

**Pre-Market Technicals:Broadcom, Marvell Technology Group, PMC-Sierra, and Applied Micro Circuits**  
 12/12/2013 11:00:00 AM - PR Newswire

**New Software Launch, Safety Design Packages, Media Processors, Appointments, and Quarterly Financial Results - Research Report on Broadcom, Xilinx, Marvell, SunEdison, and China Sunergy**  
 12/10/2013 8:00:00 AM - PR Newswire

**Wall Street Hanging Onto Its Optimism**  
 12/10/2013 6:31:00 AM - RTT News

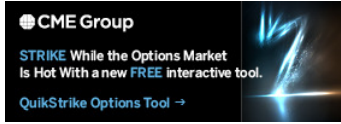
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**Consensus Recommendation**



**Analyst Info**



# **EXHIBIT B**

Mac  
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Support

## Apple Press Info

Press Releases

Product Images & Info

Apple Leadership

# Apple More than Doubles Capital Return Program

## Total of \$100 Billion to be Returned to Shareholders by End of 2015

CUPERTINO, California—April 23, 2013—Apple® today announced that its Board of Directors has authorized a significant increase to the Company's program to return capital to shareholders. The Company expects to utilize a total of \$100 billion of cash under the expanded program by the end of calendar 2015. This represents a \$55 billion increase to the program announced last year and translates to an average rate of \$30 billion per year from the time of the first dividend payment in August 2012 through December 2015.

As part of this program, the Board has increased its share repurchase authorization to \$60 billion from the \$10 billion level announced last year. This is the largest single share repurchase authorization in history and is expected to be executed by the end of calendar 2015. Apple also expects to utilize about \$1 billion annually to net-share-settle vesting restricted stock units.

Additionally, the Board has approved a 15% increase in the Company's quarterly dividend and today has declared a dividend of \$3.05 per common share, payable on May 16, 2013 to shareholders of record as of the close of business on May 13, 2013. Apple is among the largest dividend payers in the world, with annual payments of about \$11 billion.

In conjunction with the expanded return of capital program, the Company plans to borrow and expects to announce more details about this in the near future.

The management team and Board of Directors will continue to review each element of the capital return program on an annual basis.

"We are very fortunate to be in a position to more than double the size of the capital return program we announced last year," said Tim Cook, Apple's CEO. "We believe so strongly that repurchasing our shares represents an attractive use of our capital that we have dedicated the vast majority of the increase in our capital return program to share repurchases."

"We will continue to return capital to shareholders through dividends, share repurchases, and cash used to net-share-settle vesting RSUs," said Peter Oppenheimer, Apple's CFO. "We continue to generate cash in excess of our needs to operate the business, invest in our future, and maintain flexibility to take advantage of strategic opportunities."

This press release contains forward-looking statements including without limitation those regarding future business outlook and plans for dividends, share repurchases, and borrowing. These statements involve risks and uncertainties, and actual results may differ. Risks and uncertainties include without limitation the effect of competitive and economic factors, and the Company's reaction to those factors, on consumer and business buying decisions with respect to the Company's products; continued competitive pressures in the marketplace; the ability of the Company to deliver to the marketplace and stimulate customer demand for new programs, products, and technological innovations on a timely basis; the effect that product introductions and transitions, changes in product pricing or mix, and/or increases in component costs could have on the Company's gross margin; the inventory risk associated with the Company's need to order or commit to order product components in advance of customer orders; the continued availability on acceptable terms, or at all, of certain components and services essential to the Company's business currently obtained by the Company from sole or limited sources; the effect that the Company's dependency on manufacturing and logistics services provided by third parties may have on the quality, quantity or cost of products manufactured or services rendered; risks associated with the Company's international operations; the Company's reliance on third-party intellectual property and digital content; the potential impact of a finding that the Company has infringed on the intellectual property rights of others; the Company's dependency on the performance of distributors, carriers and other resellers of the Company's products; the effect that product and service quality problems could have on the Company's sales and operating profits; the continued service and availability of key executives and employees; war, terrorism, public health issues, natural disasters, and other circumstances that could disrupt supply, delivery, or demand of products; and unfavorable results of other legal proceedings. More information on potential factors that could affect the Company's financial results is included from time to time in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's public reports filed with the SEC, including the Company's Form 10-K for the fiscal year ended September 29, 2012, its Form 10-Q for the quarter ended December 29, 2012, and its Form 10-Q for the quarter ended March 30, 2013 to be filed with the SEC. The Company assumes no obligation to update any forward-looking statements or information, which speak as of their respective dates.

Apple designs Macs, the best personal computers in the world, along with OS X, iLife, iWork and professional software. Apple leads the digital music revolution with its iPods and iTunes online store. Apple has reinvented the mobile phone with its revolutionary iPhone and App Store, and is defining the future of mobile media and computing devices with iPad.

**Press Contact:**

Steve Dowling  
Apple  
dowling@apple.com  
(408) 974-1896

**Investor Relations Contacts:**

Nancy Paxton  
Apple  
paxton1@apple.com  
(408) 974-5420

Joan Hoover  
Apple  
hoover1@apple.com  
(408) 974-4570

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## NEWS RELEASE



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Thursday, November 7, 2013

### **NVIDIA Reports Financial Results for Third Quarter Fiscal 2014**

#### **Increases Dividend; Intends to Return to Shareholders \$1 Billion of Capital in Fiscal 2015**

SANTA CLARA, CA - NVIDIA (NASDAQ: NVDA) NVIDIA (NASDAQ: NVDA) today reported revenue for the third quarter of fiscal 2014, ended Oct. 27, 2013, of \$1.054 billion, up 7.9 percent from \$977.2 million in the previous quarter.

- Revenue of \$1.054 billion.
- GAAP net income of \$118.7 million, or \$0.20 per diluted share. Non-GAAP net income of \$153.8 million, or \$0.26 per diluted share.
- GAAP and non-GAAP gross margins of 55.4 percent and 55.7 percent, respectively.

NVIDIA (NASDAQ: NVDA) today reported revenue for the third quarter of fiscal 2014, ended Oct. 27, 2013, of \$1.054 billion, up 7.9 percent from \$977.2 million in the previous quarter.

GAAP earnings per diluted share were \$0.20, up 25.0 percent from \$0.16 in the previous quarter. Non-GAAP earnings per diluted share were \$0.26, up 13.0 percent from \$0.23 in the previous quarter.

NVIDIA also announced a 13 percent increase in the quarterly cash dividend to \$0.085 per share (\$0.34 per share on an annual basis) from \$0.075 per share (\$0.30 per share on an annual basis). NVIDIA will pay its next quarterly cash dividend of \$0.085 per share on Dec. 13, 2013, to all stockholders of record on Nov. 21, 2013.

NVIDIA intends to return \$1 billion in fiscal 2015 through stock repurchases and quarterly dividend payments. The company's board of directors has authorized an additional \$1 billion under the company's stock repurchase program for a total of \$1.286 billion available through the end of January 2016.

"Visual computing is increasingly important to more and more markets," said Jen-Hsun Huang, president and chief executive officer of NVIDIA. "It's creating demand for GPUs and opening up large opportunities. The proof can be seen in the proliferation of Tegra into new verticals like automotive and set-top boxes, in our all-time high Quadro and Tesla revenues, and in the record number of customer trials for our GRID datacenter initiative. At a time when many are struggling with the decline in the mainstream PC market, our visual computing leadership has positioned us well to grow with the accelerating adoption of GPUs in the cloud and the world of connected devices."

| GAAP Quarterly Financial Comparison |           |         |           |             |            |
|-------------------------------------|-----------|---------|-----------|-------------|------------|
| (in millions except per share data) | Q3 FY14   | Q2 FY14 | Q3 FY13   | Q/Q         | Y/Y        |
| Revenue                             | \$1,054.0 | \$977.2 | \$1,204.1 | up 7.9%     | down 12.5% |
| Gross margin                        | 55.4%     | 55.8%   | 52.9%     | down 40 bps | up 250 bps |
| Operating expenses                  | \$443.4   | \$440.0 | \$384.4   | up 0.8%     | up 15.3%   |
| Net income                          | \$118.7   | \$96.4  | \$209.1   | up 23.1%    | down 43.2% |
| Earnings per share                  | \$0.20    | \$0.16  | \$0.33    | up 25.0%    | down 39.4% |

| Non-GAAP* Quarterly Financial Comparison |           |         |           |             |            |
|--|-----------|---------|-----------|-------------|------------|
| (in millions except per share data)      | Q3 FY14   | Q2 FY14 | Q3 FY13   | Q/Q         | Y/Y        |
| Revenue                                  | \$1,054.0 | \$977.2 | \$1,204.1 | up 7.9%     | down 12.5% |
| Gross margin                             | 55.7%     | 56.3%   | 53.1%     | down 60 bps | up 260 bps |
| Operating expenses                       | \$405.4   | \$400.8 | \$344.8   | up 1.1%     | up 17.6%   |
| Net income                               | \$153.8   | \$133.3 | \$245.5   | up 15.3%    | down 37.3% |
| Earnings per share                       | \$0.26    | \$0.23  | \$0.39    | up 13.0%    | down 33.3% |

\*Non-GAAP earnings excluded stock-based compensation, amortization of acquisition-related intangible assets, other acquisition-related costs or credits, a restructuring charge in the third quarter of fiscal 2014, a legal settlement charge in the second quarter of fiscal 2014, and the tax impact associated

with such items.

The company's previously announced \$750 million accelerated stock repurchase was completed on Oct. 22 with the delivery of an additional 14.6 million shares. In aggregate, we received 51.5 million shares at an average price of \$14.56 per share. The common stock delivered to NVIDIA was placed into treasury stock.

Among highlights of the third quarter of fiscal 2014, NVIDIA:

- Strengthened its mobile business, with the first shipments of Tegra® 4 devices -- including China's Mi3 smartphone from Xiaomi and Tegra Note™, a complete tablet platform.
- Improved gaming for NVIDIA® SHIELD™ users, with the introduction of Gamepad Mapper, which expands support for thousands more Android gaming titles.
- Launched its new flagship gaming GPU, GeForce® GTX™ 780 Ti, and the world's most powerful workstation graphics card, Quadro® K6000.
- Introduced revolutionary G-SYNC™ technology, which eliminates onscreen tearing, stuttering and lag by synchronizing the GPU and the display.
- Announced that VMware Horizon View, a leading virtual desktop management product, now supports NVIDIA GRID technology.

NVIDIA's outlook for the fourth quarter of fiscal 2014 is as follows:

- Revenue is expected to be \$1.05 billion, plus or minus two percent.
- GAAP and non-GAAP margins are expected to be approximately 54.2 percent and 54.5 percent, respectively.
- GAAP operating expenses are expected to be approximately \$450 million; non-GAAP operating expenses are expected to be approximately \$410 million.
- GAAP and non-GAAP tax rates are expected to be 16 percent, plus or minus one percent. This estimate excludes any discrete tax events that may occur during the quarter, which, if realized, may increase or decrease our actual effective tax rates in the quarter.

Diluted shares for the fourth quarter are expected to be approximately 578.5 million.

#### **CFO Commentary and Earnings Presentation**

Commentary on the quarter by Colette Kress, NVIDIA chief financial officer, and a presentation, are available at [www.nvidia.com/ir](http://www.nvidia.com/ir).

#### **Conference Call and Webcast Information**

NVIDIA will conduct a conference call with analysts and investors to discuss its third quarter fiscal 2014 financial results and current financial prospects today at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time). To listen to the call, please dial (212) 231-2922. A live webcast (listen-only mode) of the conference call will be accessible at the NVIDIA investor relations web site [www.nvidia.com/ir](http://www.nvidia.com/ir) and at [www.streetevents.com](http://www.streetevents.com). The webcast will be recorded and available for replay until the company's conference call to discuss its financial results for its fourth quarter fiscal 2014.

#### **Non-GAAP Measures**

To supplement NVIDIA's Condensed Consolidated Statements of Operations and Condensed

Consolidated Balance Sheets presented in accordance with GAAP, the company uses non-GAAP measures of certain components of financial performance. These non-GAAP measures include non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP income tax expense, non-GAAP net income, non-GAAP net income, or earnings, per share, and free cash flow. In order for NVIDIA's investors to be better able to compare its current results with those of previous periods, the company has shown a reconciliation of GAAP to non-GAAP financial measures. These reconciliations adjust the related GAAP financial measures to exclude stock-based compensation, amortization of acquisition-related intangible assets, other acquisition-related costs or credits, a restructuring charge, a legal settlement, a contribution expense, and the associated tax impact of these items, where applicable. Free cash flow is calculated as GAAP net cash provided by operating activities less purchases of property and equipment and intangible assets. NVIDIA believes the presentation of its non-GAAP financial measures enhances the user's overall understanding of the company's historical financial performance. The presentation of the company's non-GAAP financial measures is not meant to be considered in isolation or as a substitute for the company's financial results prepared in accordance with GAAP, and our non-GAAP measures may be different from non-GAAP measures used by other companies.

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**NVIDIA CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per share data)

(Unaudited)

|                                   | Three Months Ended  |                     | Nine Months Ended   |                     |
|-----------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                   | October 27,<br>2013 | October 28,<br>2012 | October 27,<br>2013 | October 28,<br>2012 |
| Revenue                           | \$ 1,053,967        | \$ 1,204,110        | \$ 2,985,944        | \$ 3,173,257        |
| Cost of revenue                   | 469,552             | 567,452             | 1,337,423           | 1,532,516           |
| Gross profit                      | 584,415             | 636,658             | 1,648,521           | 1,640,741           |
| Operating expenses                |                     |                     |                     |                     |
| Research and development          | 340,294             | 284,180             | 999,193             | 849,275             |
| Sales, general and administrative | 103,133             | 100,261             | 320,025             | 326,800             |
| Total operating expenses          | 443,427             | 384,441             | 1,319,218           | 1,176,075           |
| Operating income                  | 140,988             | 252,217             | 329,303             | 464,666             |
| Interest and other income, net    | 496                 | 1,411               | 12,063              | 11,265              |
| Income before income tax expense  | 141,484             | 253,628             | 341,366             | 475,931             |
| Income tax expense                | 22,750              | 44,548              | 48,293              | 87,368              |
| Net income                        | \$ 118,734          | \$ 209,080          | \$ 293,073          | \$ 388,563          |

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Basic net income per share                   | \$ 0.20 | \$ 0.34 | \$ 0.49 | \$ 0.63 |
| Diluted net income per share                 | \$ 0.20 | \$ 0.33 | \$ 0.49 | \$ 0.62 |
| Shares used in basic per share computation   | 580,870 | 622,352 | 594,363 | 619,043 |
| Shares used in diluted per share computation | 588,752 | 628,845 | 600,108 | 625,973 |

**NVIDIA CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands)

(Unaudited)

|   | <b>October 27,<br/>2013</b> | <b>January 27,<br/>2013</b> |
|---|-----------------------------|-----------------------------|
| <b>ASSETS</b>                                     |                             |                             |
| Current assets:                                   |                             |                             |
| Cash, cash equivalents and marketable securities  | \$ 3,032,954                | \$ 3,727,883                |
| Accounts receivable, net                          | 447,631                     | 454,252                     |
| Inventories                                       | 380,319                     | 412,467                     |
| Prepaid expenses and other current assets         | 188,937                     | 180,656                     |
| Total current assets                              | 4,049,841                   | 4,775,258                   |
| Property and equipment, net                       | 595,418                     | 576,144                     |
| Goodwill  | 643,179                     | 641,030                     |
| Intangible assets, net                            | 320,589                     | 312,332                     |
| Other assets                                      | 102,346                     | 107,481                     |
| Total assets                                      | \$ 5,711,373                | \$ 6,412,245                |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>       |                             |                             |
| Current liabilities:                              |                             |                             |
| Accounts payable                                  | \$ 333,283                  | \$ 356,428                  |
| Accrued liabilities and other current liabilities | 652,644                     | 619,795                     |
| Total current liabilities                         | 985,927                     | 976,223                     |
| Other long-term liabilities                       | 387,784                     | 589,321                     |
| Capital lease obligations, long term              | 17,015                      | 18,998                      |
| Stockholders' equity                              | 4,320,647                   | 4,827,703                   |
| Total liabilities and stockholders' equity        | \$ 5,711,373                | \$ 6,412,245                |

**NVIDIA CORPORATION**  
**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES**

(In thousands, except per share data)

(Unaudited)

|  | Three Months Ended  |                   |                     | Nine Months Ended   |                     |
|--|---------------------|-------------------|---------------------|---------------------|---------------------|
|  | October<br>27, 2013 | July 28,<br>2013  | October<br>28, 2012 | October<br>27, 2013 | October<br>28, 2012 |
| GAAP gross profit  | \$ 584,415          | \$ 545,538        | \$ 636,658          | \$ 1,648,521        | \$ 1,640,741        |
| <i>GAAP gross margin</i>   | 55.4 %              | 55.8 %            | 52.9 %              | 55.2 %              | 51.7 %              |
| Stock-based<br>compensation<br>expense included in<br>cost of revenue (A)      | 3,090               | 2,168             | 2,489               | 7,911               | 7,664               |
| Legal settlement   | -                   | 2,290             | -                   | 2,290               | -                   |
| Non-GAAP gross<br>profit   | <u>\$ 587,505</u>   | <u>\$ 549,996</u> | <u>\$ 639,147</u>   | <u>\$ 1,658,722</u> | <u>\$ 1,648,405</u> |
| <i>Non-GAAP gross<br/>margin</i>   | 55.7 %              | 56.3 %            | 53.1 %              | 55.6 %              | 51.9 %              |
| GAAP operating<br>expenses   | \$ 443,427          | \$ 440,004        | \$ 384,441          | \$ 1,319,218        | \$ 1,176,075        |
| Stock-based<br>compensation<br>expense included in<br>operating expense<br>(A) | (31,209 )           | (30,227 )         | (30,580 )           | (92,180 )           | (93,229 )           |
| Amortization of<br>acquisition-related<br>intangible assets                    | (4,906 )            | (3,980 )          | (4,402 )            | (12,801 )           | (12,809 )           |
| Other acquisition-<br>related costs or<br>credits (B)                          | 329                 | (4,984 )          | (4,666 )            | (9,601 )            | (14,631 )           |
| Contribution<br>expense (C)  | -                   | -                 | -                   | -                   | (20,127 )           |
| Restructuring charge   | (2,235 )            | -                 | -                   | (2,235 )            | -                   |
| Non-GAAP operating<br>expenses   | <u>\$ 405,406</u>   | <u>\$ 400,813</u> | <u>\$ 344,793</u>   | <u>\$ 1,202,401</u> | <u>\$ 1,035,279</u> |
| GAAP net income  | \$ 118,734          | \$ 96,448         | \$ 209,080          | \$ 293,073          | \$ 388,563          |
| Total pre-tax impact<br>of non-GAAP<br>adjustments                             | 41,111              | 43,649            | 42,137              | 127,018             | 148,460             |
| Income tax impact of<br>non-GAAP<br>adjustments                                | (6,055 )            | (6,767 )          | (5,755 )            | (19,170 )           | (23,583 )           |
| Non-GAAP net<br>income   | <u>\$ 153,790</u>   | <u>\$ 133,330</u> | <u>\$ 245,462</u>   | <u>\$ 400,921</u>   | <u>\$ 513,440</u>   |
| Diluted net income<br>per share  |                     |                   |                     |                     |                     |
| GAAP   | \$ 0.20             | \$ 0.16           | \$ 0.33             | \$ 0.49             | \$ 0.62             |

|  |                   |                  |                   |                   |                   |
|--|-------------------|------------------|-------------------|-------------------|-------------------|
| Non-GAAP   | <u>\$ 0.26</u>    | <u>\$ 0.23</u>   | <u>\$ 0.39</u>    | <u>\$ 0.67</u>    | <u>\$ 0.82</u>    |
| Shares used in diluted net income per share computation  | 588,752           | 592,006          | 628,845           | 600,108           | 625,973           |
| Metrics:   |                   |                  |                   |                   |                   |
| GAAP net cash flow provided by operating activities      | \$ 162,315        | \$ 96,469        | \$ 181,485        | \$ 434,434        | \$ 373,163        |
| Purchase of property and equipment and intangible assets | <u>(38,159)</u>   | <u>(84,986)</u>  | <u>(44,684)</u>   | <u>(188,812)</u>  | <u>(135,551)</u>  |
| Free cash flow   | <u>\$ 124,156</u> | <u>\$ 11,483</u> | <u>\$ 136,801</u> | <u>\$ 245,622</u> | <u>\$ 237,612</u> |

(A) Excludes stock-based compensation as follows:

|                                   | <u>Three Months Ended</u> |                      |                         | <u>Nine Months Ended</u> |                         |
|-----------------------------------|---------------------------|----------------------|-------------------------|--------------------------|-------------------------|
|                                   | <u>October 27, 2013</u>   | <u>July 28, 2013</u> | <u>October 28, 2012</u> | <u>October 27, 2013</u>  | <u>October 28, 2012</u> |
| Cost of revenue                   | \$ 3,090                  | \$ 2,168             | \$ 2,489                | \$ 7,911                 | \$ 7,664                |
| Research and development          | \$ 20,902                 | \$ 18,555            | \$ 20,056               | \$ 61,392                | \$ 60,148               |
| Sales, general and administrative | \$ 10,307                 | \$ 11,672            | \$ 10,524               | \$ 30,788                | \$ 33,081               |

(B) Consists of transaction costs, compensation charges, and other credits related to acquisitions.

(C) Net present value of a \$25 million charitable contribution pledged on June 12, 2012 to Stanford Hospital and Clinic, payable over ten years.

**NVIDIA CORPORATION  
 RECONCILIATION OF GAAP TO NON-GAAP OUTLOOK**

|  |                                 |
|--|---------------------------------|
|  | <b><u>Q4 FY2014 Outlook</u></b> |
| GAAP gross margin                      | 54.2 %                          |
| Impact of stock-based compensation (A) | <u>0.3 %</u>                    |
| Non-GAAP gross margin                  | <u>54.5 %</u>                   |

|  |                                 |
|--|---------------------------------|
|  | <b><u>Q4 FY2014 Outlook</u></b> |
|  | (In millions)                   |
| GAAP operating expenses  | \$ 450.0                        |
| Stock-based compensation expense included in operating expense | (30.8)                          |
| Amortization of acquisition-related intangible assets          | (4.9)                           |
| Other acquisition-related costs (B)                            | (4.3)                           |
| Non-GAAP operating expenses                                    | <u>\$ 410.0</u>                 |

(A) Represents \$2.7 million of stock-based compensation expense included in cost of revenue.



(B) Consists of transaction costs and compensation charges related to acquisitions.

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## For further information, contact:

### Rob Csongor

Investor Relations  
t: +1 (408) 566 6373  
e: [rcsongor@nvidia.com](mailto:rcsongor@nvidia.com)

### Bob Sherbin

Corp Communications (Lead)  
t: +1 (408) 566 5150  
e: [rsherbin@nvidia.com](mailto:rsherbin@nvidia.com)

### About NVIDIA

Since 1993, [NVIDIA](http://www.nvidia.com) (NASDAQ: NVDA) has pioneered the art and science of visual computing. The company's technologies are transforming a world of displays into a world of interactive discovery -- for everyone from gamers to scientists, and consumers to enterprise customers. More information at <http://nvidianews.nvidia.com> and <http://blogs.nvidia.com>.

Certain statements in this press release including, but not limited to statements as to: the company's planned return of capital to shareholders and the form of return visual computing's importance; visual computing creating demand for GPUs and opening up large opportunities; proliferation of Tegra into new verticals; visual computing positioning us well; our growth opportunities; the company's financial outlook for the fourth quarter of fiscal 2014; and the company's tax rate for the fourth quarter of fiscal year 2014 are forward-looking statements that are subject to risks and uncertainties that could cause results to be materially different than expectations. Important factors that could cause actual results to differ materially include: global economic conditions; our reliance on third parties to manufacture, assemble, package and test our products; the impact of technological development and competition; development of new products and technologies or enhancements to our existing product and technologies; market acceptance of our products or our partners' products; design, manufacturing or software defects; changes in consumer preferences or demands; changes in industry standards and interfaces; unexpected loss of performance of our products or technologies when integrated into systems; as well as other factors detailed from time to time in the reports NVIDIA files with the Securities and Exchange Commission, or SEC, including its Form 10-Q for the fiscal period ended July 28, 2013. Copies of reports filed with the SEC are posted on the company's website and are available from NVIDIA without charge. These forward-looking statements are not guarantees of future performance and speak only as of the date hereof, and, except as required by law, NVIDIA disclaims any obligation to update these forward-looking statements to reflect future events or circumstances.

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# **EXHIBIT D**



## Stock Data

### Stock Buyback Summary



Buybacks occur when a company purchases shares of its own publicly traded stock in the open market. We have an ongoing authorization, since October 2005, as amended, from our Board of Directors to repurchase up to \$45 billion in shares of our common stock in open market or negotiated transactions. As of September 28, 2013, \$3.7 billion remained available for repurchase under the existing repurchase authorization limit and we have repurchased 4.3 billion shares at a cost of \$91 billion since the program began in 1990.

#### 2013 Buybacks

| Quarter | Shares Purchased (M Shares) | \$Millions |
|---------|-----------------------------|------------|
| Q3      | 24                          | 536        |
| Q2      | 23                          | 550        |
| Q1      | 25                          | 533        |

#### 2012 Buybacks

| Quarter | Shares Purchased (M Shares) | \$Millions |
|---------|-----------------------------|------------|
| Q4      | 47                          | 1,000      |
| Q3      | 46                          | 1,165      |
| Q2      | 41                          | 1,100      |
| Q1      | 57                          | 1,500      |

#### 2011 Buybacks

| Quarter | Shares Purchased (M Shares) | \$Millions |
|---------|-----------------------------|------------|
| Q4      | 174                         | 4,133      |
| Q3      | 186                         | 4,000      |
| Q2      | 93                          | 2,000      |
| Q1      | 189                         | 4,000      |

#### 2010 Buybacks

| Quarter | Shares Purchased (M Shares) | \$Millions |
|---------|-----------------------------|------------|
| Q4      | 70                          | 1,500      |
| Q3      | 0                           | 0          |
| Q2      | 0                           | 0          |
| Q1      | 0                           | 0          |

#### 2009 Buybacks

| Quarter | Shares Purchased (M Shares) | \$Millions |
|---------|-----------------------------|------------|
| Q4      | 0                           | 0          |
| Q3      | 88                          | 1,671      |
| Q2      | 0                           | 0          |
| Q1      | 0                           | 0          |

#### 2008 Buybacks

| Quarter | Shares Purchased | \$Millions |
|---------|------------------|------------|
|---------|------------------|------------|

|    | (M Shares) |       |
|----|------------|-------|
| Q4 | 0          | 0     |
| Q3 | 93         | 2,117 |
| Q2 | 109        | 2,500 |
| Q1 | 122        | 2,500 |

**2007 Buybacks**

| Quarter | Shares Purchased<br>(M Shares) | \$Millions |
|---------|--------------------------------|------------|
| Q4      | 57                             | 1,500      |
| Q3      | 30                             | 750        |
| Q2      | 4                              | 100        |
| Q1      | 19                             | 400        |

**2006 Buybacks**

| Quarter | Shares Purchased<br>(M Shares) | \$Millions |
|---------|--------------------------------|------------|
| Q4      | 7                              | 150        |
| Q3      | 27                             | 500        |
| Q2      | 54                             | 1,000      |
| Q1      | 139                            | 2,943      |

**2005 Buybacks**

| Quarter | Shares Purchased<br>(M Shares) | \$Millions |
|---------|--------------------------------|------------|
| Q4      | 118                            | 3,137      |
| Q3      | 94                             | 2,500      |
| Q2      | 99                             | 2,500      |
| Q1      | 108                            | 2,500      |

[2004 Buybacks](#)[2003 Buybacks](#)[2002 Buybacks](#)[2001 Buybacks](#)[2000 Buybacks](#)[1999 Buybacks](#)[1998 Buybacks](#)[1997 Buybacks](#)[1996 Buybacks](#)[1995 Buybacks](#)[1994 Buybacks](#)[1993 Buybacks](#)[1992 Buybacks](#)[1991 Buybacks](#)[1990 Buybacks](#)

# **EXHIBIT E**



## Dividends

We seek to use our available cash in order to develop and enhance our position in the capital-intensive semiconductor market while at the same time managing our cash resources to reward our shareholders for their investment and trust in us.

Our Annual General Meeting (AGM) of Shareholders was held on June 21, 2013 in Amsterdam. Our shareholders adopted the distribution, in line with the Dividend Policy of the Company, of a semi-annual cash dividend per common share of US\$0.10 in the second quarter of 2013 and US\$0.10 in the third quarter of 2013, to be paid in June and September of 2013, respectively, to shareholders of record in the month of each quarterly payment (click [here](#) for details). The fourth quarter 2013 and first quarter 2014 dividends will be decided at a Shareholders Meeting to be held during the fourth quarter of 2013.

| Date     | Amount (USD)* |
|----------|---------------|
| Sep 2013 | \$0.10        |
| Jun 2013 | \$0.10        |
| Feb 2013 | \$0.10        |
| Nov 2012 | \$0.10        |
| Aug 2012 | \$0.10        |
| Jun 2012 | \$0.10        |
| Feb 2012 | \$0.10        |
| Nov 2011 | \$0.10        |
| Aug 2011 | \$0.10        |
| May 2011 | \$0.10        |
| Feb 2011 | \$0.07        |
| Nov 2010 | \$0.07        |
| Aug 2010 | \$0.07        |
| May 2010 | \$0.07        |
| Feb 2010 | \$0.03        |
| Nov 2009 | \$0.03        |
| Aug 2009 | \$0.03        |
| May 2009 | \$0.03        |
| Feb 2009 | \$0.09        |
| Nov 2008 | \$0.09        |
| Aug 2008 | \$0.09        |
| May 2008 | \$0.09        |
| May 2007 | \$0.30        |
| May 2006 | \$0.12        |

|          |           |
|----------|-----------|
| May 2005 | \$0.12    |
| May 2004 | \$0.12    |
| Apr 2003 | \$0.08    |
| Apr 2002 | \$0.04    |
| Apr 2001 | \$0.04    |
| Apr 2000 | \$0.03    |
| May 1999 | \$0.02667 |

\* adjusted for splits

**Historical Split Information:**

3:1 stock split on 05/09/2000

2:1 stock split on 06/18/1999