

Dell Technologies Inc
Form 3
April 19, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dell Technologies Inc | | | (Month/Day/Year) | Pivotal Software, Inc. [PVTI] | |
| (Last) | (First) | (Middle) | 04/19/2018 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE DELL WAY | | | | (Check all applicable) | |
| (Street) | | | | ____ Director | ____ 10% Owner |
| | | | | ____ Officer | ____ Other |
| ROUND ROCK, TX 78682 | | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | ____ Form filed by One Reporting Person |
| | | | | | ____ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title | Amount or Number of Shares | | |

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| | | | | | | | |
|----------------------|-------|-------|----------------------------|-------------|--------|---|--------------------------|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 175,514,272 | \$ (1) | I | See Footnotes (2) (3) |
|----------------------|-------|-------|----------------------------|-------------|--------|---|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dell Technologies Inc ONE DELL WAY ROUND ROCK, TX 78682 | Â | Â X | Â | Â |
| EMC CORP ONE DELL WAY ROUND ROCK, TX 78682 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| Dell Technologies Inc. By: /s/ Janet Bawcom, Senior Vice President & Assistant Secretary | 04/18/2018 |
|--|------------|

__Signature of Reporting Person

Date

| | |
|---|------------|
| EMC Corporation By: /s/ Janet Bawcom, Senior Vice President & Assistant Secretary | 04/18/2018 |
|---|------------|

__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) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time, at the holder's option, except under limited circumstances specified in the certificate of incorporation of Pivotal Software, Inc., and has no expiration date.

Represents 131,306,110 shares of Class B Common Stock held directly by EMC Corporation ("EMC") and 44,208,162 shares of Class B Common Stock held directly by VMware, Inc. ("VMware"). 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. EMC, through direct ownership and indirectly through the ownership of its directly held wholly-owned subsidiaries, consisting of

- (2) EMC Equity Assets LLC and VMware Holdco LLC, is the beneficial owner of VMware common stock representing a majority of the total voting power represented by all outstanding classes of voting securities of VMware, and, as a result of the foregoing, EMC may be deemed to be the beneficial owner, for purposes of Rule 16a-1(a)(1), of all of the shares of Class B Common Stock beneficially owned by VMware. [Footnote Cont'd]

- [Continuation] As a result of the foregoing, Dell Technologies, Denali Intermediate Inc. and Dell Inc. may be deemed to be the beneficial owners of all of the shares of Class B Common Stock beneficially owned by EMC, including all of the shares of Class B Common Stock beneficially owned by VMware.
- (3)

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

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