

VMWARE, INC.
Form SC 13D/A
November 03, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 10)*

VMware, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

928563402

(CUSIP Number)

Karen M. King, Esq.

Silver Lake

2775 Sand Hill Road, Suite 100

Menlo Park, CA 94025

(650) 233-8120

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Richard Capelouto, Esq.

Simpson Thacher & Bartlett LLP

2475 Hanover Street

Palo Alto, California 94304

(650) 251-5000

November 3, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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, as amended (the Exchange 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).

CUSIP NO. 928563402

1. Names of Reporting Persons.

Silver Lake Partners III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

shares

0

beneficially

8. Shared Voting Power

owned by

each

330,678,605(1)

9. Sole Dispositive Power

reporting

person

0

with:

10. Shared Dispositive Power

330,678,605(1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

330,678,605(1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

82.1%(1)

14. Type of Reporting Person (See Instructions)

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- (1) Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.

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Silver Lake Technology Investors III, L.P.

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1. Names of Reporting Persons.

Silver Lake Group, L.L.C.

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- (1) Includes (i) 30,678,605 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 5. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.

Explanatory Note

This Amendment No. 10 (the Amendment No. 10) amends the statement on Schedule 13D originally filed by the Reporting Persons on September 19, 2016, as amended by Amendment No. 1 to the Schedule 13D filed on November 7, 2016, Amendment No. 2 to the Schedule 13D filed on December 16, 2016, Amendment No. 3 to the Schedule 13D filed on December 22, 2016, Amendment No. 4 to the Schedule 13D filed on February 15, 2017, Amendment No. 5 to the Schedule 13D filed on March 30, 2017, Amendment No. 6 to the Schedule 13D filed on April 5, 2017, Amendment No. 7 to the Schedule 13D filed on May 10, 2017, Amendment No. 8 to the Schedule 13D filed on August 24, 2017 and Amendment No. 9 to the Schedule 13D filed on September 14, 2017 (as so amended, the Schedule 13D). The Items below amend the information disclosed under the corresponding Items of the Schedule 13D as described below. Except as specifically provided herein, this Amendment No. 10 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

The Class A Common Stock of the Issuer reported as beneficially owned in the Schedule 13D is directly held by EMC Corporation (EMC) or its wholly-owned subsidiaries EMC Equity Assets LLC (EMC Sub) and VMW Holdco LLC (VMW Holdco). EMC is a wholly-owned subsidiary of Dell Inc., which is indirectly wholly-owned by Dell Technologies Inc. (Dell Technologies). Dell Technologies is owned by investors including certain of the Reporting Persons, Michael S. Dell, a separate property trust for the benefit of Mr. Dell's wife and funds affiliated with MSD Partners, L.P. This Amendment is being filed to report the following events in connection with the transactions disclosed in Amendment No. 8 to the Schedule 13D: (a) the sale, which closed on November 3, 2017, by EMC Sub of an additional 435,682 shares of the Issuer's Class A Common Stock to the Issuer; and (b) a change in the number of shares and percentages of the outstanding Class A Common Stock of the Issuer which may be deemed to be beneficially owned by the Reporting Persons.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended and supplemented by adding the following paragraph at the end thereof:

The information set forth in Item 5 of this Schedule 13D is incorporated by reference in its entirety into this Item 4.

Item 5. Interest in Securities of the Issuer.

The information contained in rows 7, 8, 9, 10, 11, 12 and 13 on each of the cover pages of this Amendment and the information set forth or incorporated in Items 2 and 6 of this Schedule 13D is incorporated by reference in its entirety into this Item 5.

Items 5 (a), (b) and (c) are hereby amended and restated as follows:

(a) (b) After completion of the transaction reported in Item 5(c), the Reporting Persons may be deemed to beneficially own an aggregate of 330,678,605 shares of the Issuer's Class A Common Stock, which includes (i) 30,678,605 shares of the Issuer's Class A Common Stock held by EMC, VMW Holdco or EMC Sub and (ii) 300,000,000 shares of the Issuer's Class B Common Stock held by EMC or VMW Holdco, which are convertible into shares of Class A Common Stock on a one-for-one basis at any time at the election of EMC or VMW Holdco, as applicable, representing approximately 82.1% of the issued and outstanding shares of the Issuer's Class A Common Stock calculated on the basis of Rule 13d-3 of the Exchange Act. The percentages of beneficial ownership in this Schedule 13D are based on 403,320,164 shares of common stock of the Issuer outstanding as of October 31, 2017, and include 103,320,164 shares of Class A Common Stock and 300,000,000 shares of Class B Common Stock, as provided by the Issuer,

reflect that the 435,682 shares of Class A Common Stock sold to the Issuer on November 3, 2017 in connection with the transactions reported herein are no longer outstanding following such transaction and assume conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock. As further described in Item 6 of the Schedule 13D, the Reporting Persons may be deemed to share voting and dispositive power over all shares reported herein with EMC, VMW Holdco (to the extent of its direct holdings), EMC Sub (to the extent of its direct holdings), Dell Technologies and certain of its other subsidiaries, and Mr. Dell. Dell Technologies, EMC, VMW Holdco and Mr. Dell separately file Schedule 13D filings reporting their respective beneficial ownership of such securities.

Information with respect to the beneficial ownership of Class A Common Stock by the individuals listed in Annex A of the Schedule 13D is set forth in Annex A of Amendment No. 8 to the Schedule 13D and is incorporated herein by reference in response to this Item 5.

(c) On November 3, 2017, EMC Sub sold an additional 435,682 shares of Class A Common Stock to the Issuer at a price of approximately \$109.31 per share, at a second closing pursuant to a Purchase Commitment Supplement, dated as of August 23, 2017 (Supplement No. 2), to the previously reported Stock Purchase Agreement, dated as of March 29, 2017, by and among Dell Technologies, EMC Sub and the Issuer (as supplemented by Supplement No. 2, the August 2017 Stock Purchase Agreement). As reported in Amendment No. 9 to the Schedule 13D, under the August 2017 Stock Purchase Agreement, EMC Sub sold 2,308,807 shares of Class A Common Stock to the Issuer for a cash payment of \$300 million at an initial price of \$107.72 per share, less a discount of 3.5% from that per share price, in an initial closing that occurred on September 14, 2017. The number of shares of Class A Common Stock sold at the second closing was determined in accordance with the August 2017 Stock Purchase Agreement by dividing (x) the \$300 million aggregate purchase price for all shares purchased at both closings (all of which was paid in cash by the Issuer at the initial closing which occurred on September 14, 2017) by (y) a final price of approximately \$113.27 per share based on the volume-weighted average price per share of the Class A Common Stock as reported on the New York Stock Exchange during a specified reference period, less a discount of 3.5% from that volume-weighted average per share price, and subtracting from such number of shares the 2,308,807 shares delivered at the initial closing on September 14, 2017. EMC Sub has sold a total of 2,744,489 shares of Class A Common Stock to the Issuer under the August 2017 Stock Purchase Agreement at such final price of approximately \$109.31 per share, including the shares sold at the initial closing. The terms of the August 2017 Stock Purchase Agreement are described in Amendment No. 8 to the Schedule 13D filed on August 24, 2017. A copy of the Stock Purchase Agreement, dated as of March 29, 2017, is filed as an exhibit to Amendment No. 5 to the Schedule 13D, and a copy of Supplement No. 2 is filed as an exhibit to Amendment No. 8 to the Schedule 13D.

Except as set forth in this Amendment, none of the Reporting Persons, or, to the best knowledge of the Reporting Persons, any other person listed in Annex A, have effected any transaction in Class A Common Stock since the filing of Amendment No. 9 to the Schedule 13D on September 14, 2017.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
Item 6 is hereby amended and supplemented by adding the following paragraph at the end thereof:

The information set forth in Item 5 of this Schedule 13D is incorporated by reference in its entirety into this Item 6.

Signatures

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 3, 2017

Silver Lake Partners III, L.P.

By: Silver Lake Technology Associates III, L.P., its general partner

By: SLTA III (GP), L.L.C., its general partner

By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

Silver Lake Technology Investors III, L.P.

By: Silver Lake Technology Associates III, L.P., its general partner

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By: Silver Lake Group, L.L.C., its managing member

By: /s/ Egon Durban

Name: Egon Durban

Title: Managing Director

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Title: Managing Director