

VMWARE, INC.
Form SC 13D/A
December 12, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

VMware, Inc

(Name of Issuer)

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

(Title of Class of Securities)

268648102

(CUSIP Number)

D. Bruce Sewell

Senior Vice President and General Counsel

Cary I. Klaffer

Corporate Secretary

Intel Corporation

2200 Mission College Boulevard

Santa Clara, CA 95052

(408) 765-8080

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

December 10, 2008

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 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 (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).

(Continued on following pages)

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CUSIP No. 268648102

13D/A

| | | |
|--------------|--|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | INTEL CORPORATION 94-1672743 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | <input type="radio"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | Delaware |
| NUMBER OF | 7 SOLE VOTING POWER: | 6,143,476 |
| SHARES | 8 SHARED VOTING POWER: | 0 |
| BENEFICIALLY | 9 SOLE DISPOSITIVE POWER: | 6,143,476 |
| OWNED BY | 10 SHARED DISPOSITIVE POWER: | 0 |
| EACH | | |
| REPORTING | | |
| PERSON WITH | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | 6,143,476 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | <input type="radio"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | 6.9%* |
| 14 | TYPE OF REPORTING PERSON: | CO |

* The calculation of the percentage is based on 89,602,066 shares of Class A Common Stock issued and outstanding on October 29, 2008, as reported in VMware's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2008.

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 amends and supplements that certain Schedule 13D filed on September 4, 2007, as amended to date (the Schedule 13D), by Intel Corporation, a Delaware corporation (the Reporting Person), relating to the Class A Common Stock, par value \$0.01 per share (the Common Stock), of VMware, Inc., a Delaware corporation (the Company). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D. Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following information under the subheading *Sale of Common Stock in the Open Market*:

Between December 5, 2008 and December 12, 2008, Intel Capital, the Reporting Person's wholly-owned subsidiary, sold an aggregate of 967,398 shares of the Common Stock in the open market, for a total price of \$23,212,561.04, at the per share price ranging from \$23.26 to \$24.50.

Item 4 of the Schedule 13D is hereby further amended such that the paragraph in Item 4 beginning with "Other than the plan to sell up to 3,750,000 shares of Common Stock" is amended and restated in its entirety by the following:

Other than the plan to sell up to 3,750,000 shares of the Common Stock disclosed in Amendment No. 1 to the Schedule 13D filed on November 3, 2008, Intel Capital does not have any other plans or proposals relating to the Common Stock. Pursuant to this plan, between November 4, 2008 and December 12, 2008, Intel Capital sold an aggregate of 2,356,524 shares of the Common Stock in the open market. Intel Capital currently holds 6,143,476 shares of the Common Stock.

Item 5. Interest in Securities of the Issuer.

The first paragraph appearing after subsection (e) of Item 5 of the Schedule 13D is hereby amended and restated in its entirety by the following:

* The Reporting Person does not directly own the Common Stock of the Company. By reason of the provisions of Rule 13d-3 under the Securities Exchange Act, as amended (the Act), the Reporting Person is deemed to own beneficially 6,143,476 shares of the Common Stock that are owned directly by Intel Capital, a wholly-owned subsidiary of the Reporting Person.

SIGNATURES

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.

Dated: December 12, 2008

INTEL CORPORATION

By: /s/Arvind Sodhani

Name: Arvind Sodhani

Title: Executive Vice President

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Schedule A

DIRECTORS AND EXECUTIVE OFFICERS

The name, citizenship, business address, and present principal occupation or employment of each of the directors and executive officers of the Reporting Person are as set forth below.

Directors:

| Name | Present Principal Occupation or Employment | Present Business Address | Citizenship |
|---------------------|---|---|--------------|
| Craig R. Barrett | Chairman of the Board | 2200 Mission College Blvd. Santa Clara, CA 95052 | U.S.A |
| Paul S. Otellini | President and Chief Executive Officer | 2200 Mission College Blvd. Santa Clara, CA 95052 | U.S.A |
| Charlene Barshefsky | Senior International Partner, Wilmer Cutler Pickering Hale & Dorr LLP | 1875 Pennsylvania Avenue, NW Washington, DC 20006 | U.S.A |
| Susan L. Decker | President, Yahoo! Inc. | 701 First Avenue Sunnyvale, CA 94089 | U.S.A |
| Reed E. Hundt | Principal, Charles Ross Partners, LLC | 1909 K Street NW, Suite 820 Washington, DC 20006 | U.S.A |
| James D. Plummer | John M. Fluke Professor of Electrical Engineering; Frederick E. Terman Dean of the School of Engineering, Stanford University | Stanford University Terman 214, Mail Code 4027 Stanford, CA 94305 | U.S.A |
| David S. Pottruck | Chairman and Chief Executive Officer, Red Eagle Ventures, Inc. | 201 Spear Street Suite 1150 San Francisco, CA 94105 | U.S.A |
| Jane E. Shaw | Retired Chairman and Chief Executive Officer, Aerogen, Inc. | 2200 Mission College Blvd. Santa Clara, CA 95052 | U.S.A / U.K. |
| John L. Thornton | Professor and Director of Global Leadership Tsinghua University in Beijing | 712 Fifth Avenue, 23 rd Floor New York, NY 10019 | U.S.A |

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|-----------------|---|---|-------|
| David B. Yoffie | Max and Doris Starr Professor of International Business Administration, Harvard Business School | Harvard Business School Morgan Hall 215, Soldiers Field Park Rd. Boston, MA 02163 | U.S.A |
| Carol A. Bartz | Executive Chairman of the Board of Directors of Autodesk, Inc. | 111 McInnis Parkway San Rafael, California 94903 | U.S.A |

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Non-Director Executives:

| Name | Present Principal Occupation or Employment | Present Business Address | Citizenship |
|----------------------|---|----------------------------|-------------|
| Andy D. Bryant | Executive Vice President | 2200 Mission College Blvd. | U.S.A |
| | Finance and Enterprise Services Chief Administrative Officer | Santa Clara, CA 95052 | |
| Sean M. Maloney | Executive Vice President | 2200 Mission College Blvd. | U.K. |
| | Chief Sales and Marketing Officer | Santa Clara, CA 95052 | |
| David Perlmutter | Executive Vice President | 2200 Mission College Blvd. | U.S.A |
| | General Manager, Mobility Group | Santa Clara, CA 95052 | |
| Arvind Sodhani | Executive Vice President | 2200 Mission College Blvd. | U.S.A |
| | President, Intel Capital | Santa Clara, CA 95052 | |
| Robert J. Baker | Senior Vice President | 2200 Mission College Blvd. | U.S.A |
| | General Manager, Technology and Manufacturing Group | Santa Clara, CA 95052 | |
| Patrick P. Gelsinger | Senior Vice President | 2200 Mission College Blvd. | U.S.A |
| | General Manager, Digital Enterprise Group | Santa Clara, CA 95052 | |
| William M. Holt | Senior Vice President | 2200 Mission College Blvd. | U.S.A |
| | General Manager, Technology and Manufacturing Group | Santa Clara, CA 95052 | |
| D. Bruce Sewell | Senior Vice President | 2200 Mission College Blvd. | U.S.A |
| | General Counsel | Santa Clara, CA 95052 | |
| Stacy J. Smith | Vice President | 2200 Mission College Blvd. | U.S.A |
| | Chief Financial Officer | Santa Clara, CA 95052 | |
| Thomas M. Kilroy | Vice President | 2200 Mission College Blvd. | U.S.A |
| | General Manager, Digital Enterprise Group | Santa Clara, CA 95052 | |

