FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	9	,			

OMB APPR	ROVAL									
OMB Number: 3235-028										
Estimated average burden										
hours per response:	0.5									

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Silver Lake Group, L.L.C.					ading Symbol	(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   Director  Officer (give title  Other (specify									
(Last) C/O SIL	(Fir	,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2024								below		tle	Othe belov	
2775 SAND HILL ROAD, SUITE 100			4. If Amenda	4. If Amendment, Date of Original Filed (Month/Day/Year) 6									roup Filir	ng (Check	Applicable	
(Street) MENLO				Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person												
(City)																
		Table	I - Non-Deriva	tive Secur	rities	Acqu	ired,	Disposed	d of, o	r Benef	icia	lly Own	ed			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			Benefici Owned Followin		s ally g	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct II E t (I)	. Nature of ndirect leneficial lwnership nstr. 4)		
						Code	v	Amount	(A) or (D)	) or ) Price		Reported Transaction(s) (Instr. 3 and 4)				
Class C C	Class C Common Stock 12/10/2024				S		4,033	D	\$118.10	<b>5</b> (12)	60,8	91	1	t S	Held hrough Silver Lake Group, L.L.C. <sup>(2)(6)</sup>	
Class C C	Common Sto	ock	12/10/2024			S		3,463	D	\$118.16	5(12)	0		]		ootnote <sup>(3)</sup>
Class C Common Stock		12/10/2024			J <sup>(1)</sup>		60,891	D	(1)		0		I		Held hrough Silver Lake Group, L.L.C. <sup>(1)(6)</sup>	
Class C Common Stock											132,2	253	]	t	Held hrough SLTA SPV- L, L.P. <sup>(4)(6)</sup>	
Class C Common Stock											79,0	21	1		Held hrough silver Lake Sechnology Associates V, L.P. <sup>(5)(6)</sup>	
Class C Common Stock											70,5	84	]		See cootnote <sup>(7)</sup>	
Class C Common Stock											810,65	57(10)	D	(8)		
Class C Common Stock												35,112(11)			ootnote <sup>(9)</sup>	
		Tal	ble II - Derivati (e.g., pu	ve Securit	ies A varra	cquir	ed, [ ptio	Disposed on the convergence of t	of, or rtible	Benefic securiti	iall es)	y Owne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Num of Deriva Securi Acqui (A) or Dispos of (D) (Instr. and 5)	mber et ities red sed 3, 4	. Date Expirat	Exercisable a ion Date Day/Year)	nd 7. Ai Si Ui Di Si	Title and mount of eccurities nderlying erivative ecurity (Ins and 4)		8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	ve les lally ng ed ction(s)	10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership tt (Instr. 4)

		Tal	ole II - Derivat e.g., pu					uired, Disp , options, o	onvertib				bi .		
1. Title of	2.	3. Transaction	3A. Deemed	€.ode	٧	6A	Num(D)	Expiration D	Expiration isDatable and		eSinaires ntof	8. Price of	9. Number of	10.	11. Nature
	or Exercise of Exercise of Acerts of Derivative Security	(Month/Day/Year) * Reporting Person* <u>1p, L.L.C.</u>	if any (Month/Day/Year)	Code 8)	(Instr.	Se Ac (A Di	erivative curities cquired ) or sposed	(Month/Day/		Secu Unde Deriv	rities rlying ative rity (Instr.	Security (Instr. 5)	Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(Last)	VER LAKE	(First)	(Middle)			(Ir	(D) str. 3, 4 d 5)						Transaction(s) (Instr. 4)		
	i i	i ROAD, SUITE 1	00												
		,			Ļ						Amount or				
(Street) MENLO	PARK	CA	94025	Code	V	(А	) (D)	Date Exercisable	Expiration Date	Title	Number of Shares				
(City)	(	(State)	(Zip)		-										
1. Name ar <u>Durban</u>		Reporting Person*													
(Last)		(First)	(Middle)												
C/O SILV	VER LAKE														
2775 SA	ND HILL R	ROAD, SUITE 1	00												
(Street)					-										
MENLO	PARK	CA	94025												
(City)	(	(State)	(Zip)												

## **Explanation of Responses:**

- 1. Reflects shares of Class C Common Stock, par value \$0.01 per share ("Class C Common Stock") of Dell Technologies Inc. (the "Issuer") transferred by Silver Lake Group, L.L.C. on December 10, 2024 to certain of its members, including Mr. Egon Durban.
- 2. Reflects shares held by Silver Lake Group, L.L.C. ("SLG").
- 3. These shares of Common Stock are held by entities in which Mr. Egon Durban may be deemed to have an indirect pecuniary interest.
- 4. These shares of Class C Common Stock are held by SLTA SPV-2, L.P. ("SLTA SPV"), the general partner of which is SLTA SPV-2 (GP), L.L.C. ("SLTA SPV GP").
- 5. These shares of Class C Common Stock are held by Silver Lake Technology Associates V, L.P. ("SLTA V"), the general partner of which is SLTA V (GP), L.L.C. ("SLTA V GP").
- 6. SLG is the managing member of SLTA SPV GP and SLTA V GP. Egon Durban, who serves as a director of the Issuer, also serves as a Co-CEO and Managing Member of SLG. Each of the reporting persons may be deemed a director by deputization of the Issuer.
- 7. This amount reflects 12,989, 7,798 and 49,797 shares distributed in prior pro rata distributions that are held by SLTA SPV-2, L.P., SLTA V and SLG, respectively, on behalf of certain employees and managing members of SLG or its affiliates, including Mr. Durban. The receipt of such shares of Class C Common Stock was exempt from reporting pursuant to Rule 16a-13 of the Exchange Act.
- 8. Represents shares of Class C Common Stock held by Mr. Egon Durban.
- 9. Represents shares of Class C Common Stock beneficially owned indirectly by Mr. Durban through a trust for the benefit of certain family members.
- 10. Represents shares of Class C Common Stock held by Mr. Egon Durban, including shares received in connection with the transfers of shares of Class C Common Stock on December 10, 2024. The receipt of such shares of Class C Common Stock was exempt from reporting pursuant to Rule 16a-13 of the Exchange Act.
- 11. Represents shares of Class C Common Stock beneficially owned indirectly by Mr. Durban through a trust for the benefit of certain family members, including shares received in connection with the transfers of shares of Class C Common Stock on December 10, 2024. The receipt of such shares of Class C Common Stock was exempt from reporting pursuant to Rule 16a-13 of the Exchange Act.
- 12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.01 to \$118.30, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

## Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Exchange Act or otherwise, and each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

By: /s/ Andrew J. Schader,
Managing Director and
General Counsel of Silver

12/11/2024

<u>Lake Group, L.L.C.</u>

By: /s/ Andrew J. Schader,

Attorney-in-fact for Egon 12/11/2024

<u>Durban</u>

\*\* Signature of Reporting Person Date

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

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.