
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Dell Technologies Inc.

(Name of Issuer)

Class C Common Stock, par value \$0.01 per share
(Title of Class of Securities)

24703L 202
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

1	NAMES OF REPORTING PERSONS	
	Michael S. Dell	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		351,386,322 shares of Class C Common Stock (1)
	6	SHARED VOTING POWER
		-0-
	7	SOLE DISPOSITIVE POWER
		351,386,322 shares of Class C Common Stock (1)
	8	SHARED DISPOSITIVE POWER
		-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	351,386,322 shares of Class C Common Stock (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	67.2% (2)	
12	TYPE OF REPORTING PERSON	
	IN	

- (1) Reflects (a) 350,859,401 shares of Class A common stock of the Issuer (the "Class A Common Stock") (consisting of 339,950,310 outstanding shares of Class A Common Stock held of record by Mr. Dell (the "Reporting Person") and 10,909,091 shares of Class A Common Stock which the Reporting Person may acquire upon the exercise of vested stock options) and (b) 526,921 shares of Class C common stock of the Issuer (the "Class C Common Stock") held of record by the Reporting Person. Each share of Class A Common Stock is convertible into an equal number of shares of Class C Common Stock at any time. Assumes the conversion of the Class A Common Stock referred to above into shares of Class C Common Stock.
- (2) Based on approximately 171,909,324 shares of Class C Common Stock issued and outstanding as of December 28, 2018, as reported in the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on December 28, 2018. Assumes the conversion of the Class A Common Stock referred to in footnote 1 into shares of Class C Common Stock.

Item 1(a). Name of Issuer:

The name of the Issuer is Dell Technologies Inc. (the “Company”).

Item 1(b). Address of Issuer’s Principal Executive Offices:

The Issuer’s principal executive offices are located at One Dell Way, Round Rock, Texas 78682.

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed by Michael S. Dell (the “Reporting Person”).

The shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), of the Issuer and the shares of Class C common stock, par value \$0.01 per share (the “Class C Common Stock”), of the Issuer reflected in Item 4 exclude in each case 32,890,896 shares of Class A Common Stock beneficially owned by Susan Lieberman Dell Separate Property Trust and Susan L. Dell, which the Reporting Person may be deemed to beneficially own.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business office of the Reporting Person is One Dell Way, Round Rock, Texas 78682.

Item 2(c). Citizenship:

The Reporting Person is a citizen of the United States.

Item 2(d). Title of Class of Securities:

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

Item 2(e). CUSIP No.:

24703L 202

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned(1):

351,386,322

(b) Percent of class(2):

67.2%

(1) Reflects (a) 350,859,401 shares of Class A Common Stock (consisting of 339,950,310 outstanding shares of Class A Common Stock held of record by the Reporting Person and 10,909,091 shares of Class A Common Stock which the Reporting Person may acquire upon the exercise of vested stock options) and (b) 526,921 shares of Class C Common Stock held of record by the Reporting Person. Under the Fifth Amended and Restated Certificate of Incorporation of the Issuer, at any time and from time to time, any holder of Class A Common Stock has the right to convert all or any of the shares of Class A Common Stock held by such holder into shares of Class C Common Stock on a one-to-one basis. Assumes the conversion of the Class A Common Stock referred to above into shares of Class C Common Stock.

(2) Reflects (a) 350,859,401 shares of Class A Common Stock (consisting of 339,950,310 outstanding shares of Class A Common Stock held of record by the Reporting Person and 10,909,091 shares of Class A Common Stock which the Reporting Person may acquire upon the exercise of vested stock options) and (b) 526,921 shares of Class C Common Stock held of record by the Reporting Person. The percentage of class shown is based on approximately 171,909,324 shares of Class C Common Stock issued and outstanding as of December 28, 2018, as reported in the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on December 28, 2018, and assumes the conversion of the Class A Common Stock referred to above into shares of Class C Common Stock.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote(1):

351,386,322

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of(1):

351,386,322

(iv) Shared power to dispose or to direct the disposition of:

-0-

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

(1) Reflects (a) 350,859,401 shares of Class A Common Stock (consisting of 339,950,310 outstanding shares of Class A Common Stock held of record by the Reporting Person and 10,909,091 shares of Class A Common Stock which the Reporting Person may acquire upon the exercise of vested stock options) and (b) 526,921 shares of Class C Common Stock held of record by the Reporting Person. Assumes the conversion of the Class A Common Stock referred to above into shares of Class C Common Stock.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
1	Power of Attorney

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that Michael S. Dell hereby constitutes and appoints each of **Janet Bawcom, Robert Potts and James Williamson**, signing singly, as his true and lawful attorney-in-fact and agent, with full power and authority and full power of substitution and revocation, for, in the name of, and on behalf of Michael S. Dell, in any and all capacities, to:

- (1) execute any and all filings with respect to Dell Technologies Inc. required by Michael S. Dell under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") (or any similar rule with respect to foreign securities exchanges) or any rule or regulation thereunder (including any amendment, supplement and/or exhibit thereto), for, in the name of, and on behalf of Michael S. Dell;
- (2) do and perform any and all acts for, in the name of, and on behalf of Michael S. Dell which such attorney-in-fact and agent determines may be necessary or appropriate to complete and execute any and all such filings, amendments, supplements and/or exhibits, and any and all other document(s) in connection therewith;
- (3) file such reports, filings, amendments, supplements, exhibits, and/or documents with any governmental office or agency, whether United States, foreign, state or local government (including, without limitation, the U.S. Securities and Exchange Commission and state securities administrators or commissions), or any securities exchange or securities quotation system (including, without limitation, the New York Stock Exchange), as may be required under applicable laws or rules and regulations of any securities exchange or securities quotation system; and
- (4) perform any and all other acts that such attorney-in-fact and agent determines may be necessary or appropriate in connection with the foregoing that may be in the best interest of or legally required by Michael S. Dell, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as Michael S. Dell might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent, or such attorney-in-fact and agent's substitute or substitutes, shall do or cause to be done by virtue hereof.

Michael S. Dell hereby acknowledges that each such attorney-in-fact and agent is serving in such capacity at the request of Michael S. Dell and is not assuming any of Michael S. Dell's responsibilities to comply with Section 13 or Section 16 of the Act and the rules and regulations promulgated thereunder. The authority of each of the foregoing attorneys-in-fact and agents under this Power of Attorney shall continue until Michael S. Dell is no longer subject to the reporting provisions of Section 13 or Section 16 of the Act with regard to his ownership of or transactions in securities of Dell Technologies Inc., unless earlier revoked in writing.

IN WITNESS WHEREOF, Michael S. Dell has caused this Power of Attorney to be executed and effective as of the date set forth below.

Date: January 31, 2019

/s/ Michael S. Dell

Name: Michael S. Dell