SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* CLARKE JEFFREY W	2. Issuer Name **and** Ticker or Trading Symbol Dell Technologies Inc. [DELL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) ONE DELL WAY	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2020	☐ Director ☐ 10% Owner X Officer (give title below) ☐ Other (specify below) COO & Vice Chairman
(Street) ROUND ROCK TX 78682	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class C Common Stock	09/02/2020		M[1]		73,275	A	$13.75	457,720	D	
Class C Common Stock	09/02/2020		S[1]		46,879	D	$66.96[2]	410,841	D	
Class C Common Stock	09/02/2020		S[1]		14,935	D	$67.73[3]	395,906	D	
Class C Common Stock	09/02/2020		S[1]		11,461	D	$68.48[4]	384,445	D	
Class C Common Stock	09/03/2020		M[1]		73,275	A	$13.75	457,720	D	
Class C Common Stock	09/03/2020		S[1]		48,552	D	$65.22[5]	409,168	D	
Class C Common Stock	09/03/2020		S[1]		13,686	D	$65.93[6]	395,482	D	
Class C Common Stock	09/03/2020		S[1]		8,337	D	$67.24[7]	387,145	D	
Class C Common Stock	09/03/2020		S[1]		2,700	D	$67.6[8]	384,445	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Acquire Class C Common Stock	$13.75	09/02/2020		M			73,275	[9]	11/25/2023	Class C Common Stock	73,275	$0	2,237,493[10]	D	
Options to Acquire Class C Common Stock	$13.75	09/03/2020		M			73,275	[9]	11/25/2023	Class C Common Stock	73,275	$0	2,164,218[11]	D	

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
2. The price reported in Column 4 represents a weighted average sales price of $66.958. These shares were sold in multiple transactions at prices ranging from $66.40 to $67.39, inclusive. The reporting person undertakes to provide to Dell Technologies Inc., any security holder of Dell Technologies Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes 2, 3, 4, 5, 6, 7 and 8.
3. The price reported in Column 4 represents a weighted average sales price of $67.733. These shares were sold in multiple transactions at prices ranging from $67.40 to $68.39, inclusive.
4. The price reported in Column 4 represents a weighted average sales price of $68.477. These shares were sold in multiple transactions at prices ranging from $68.40 to $68.56, inclusive.
5. The price reported in Column 4 represents a weighted average sales price of $65.219. These shares were sold in multiple transactions at prices ranging from $64.53 to $65.52, inclusive.
6. The price reported in Column 4 represents a weighted average sales price of $65.934. These shares were sold in multiple transactions at prices ranging from $65.53 to $66.41, inclusive.
7. The price reported in Column 4 represents a weighted average sales price of $67.241. These shares were sold in multiple transactions at prices ranging from $66.55 to $67.53, inclusive.
8. The price reported in Column 4 represents a weighted average sales price of $67.598. These shares were sold in multiple transactions at prices ranging from $67.55 to $67.66, inclusive.
9. The options are fully vested.
10. Consists of 729,720 time-based options and 1,507,773 performance-based options.
11. Consists of 729,720 time-based options and 1,434,498 performance-based options.

Remarks:

/s/ Robert Potts, Attorney-in-Fact   09/04/2020

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

* 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.