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

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

DELL TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3571
(Primary Standard Industrial
Classification Code Number)

80-0890963
(I.R.S. Employer
Identification Number)

**One Dell Way
Round Rock, Texas 78682
(800) 289-3355**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Richard J. Rothberg, Esq.
General Counsel and Secretary
Dell Technologies Inc.
One Dell Way
Round Rock, Texas 78682
(800) 289-3355**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Janet Bawcom, Esq.
Senior Vice President —
Corporate, Securities & Finance Counsel
Dell Technologies Inc.
One Dell Way
Round Rock, Texas 78682
(800) 289-3355**

**Richard Capelouto, Esq.
Daniel N. Webb, Esq.
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
(650) 251-5000**

**Kenneth B. Wallach, Esq.
Xiaohui (Hui) Lin, Esq.
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425 Lexington Avenue
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(212) 455-2000**

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Gordon S. Moodie, Esq.
Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street
New York, New York 10019
(212) 403-1000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement is declared effective and upon the satisfaction or waiver of all other conditions to consummation of the transactions described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **Registration No. 333-226618**

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee ⁽⁴⁾
Class C Common Stock, par value \$0.01 per share	30,000,000 shares ⁽¹⁾⁽²⁾	N/A	N/A	N/A

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares of Class C Common Stock, par value \$0.01 per share (“Class C Common Stock”), of Dell Technologies Inc. (the “Company”) as may be issuable as a result of stock splits, stock dividends or similar transactions.
- (2) Represents the maximum number of additional shares of Class C Common Stock issuable pursuant to the merger described in the proxy statement/prospectus included in the Registration Statement on Form S-4, as amended (File No. 333-226618), which was declared effective on October 19, 2018 (the “Initial Registration Statement”), including the total number of shares of Class C Common Stock issuable under outstanding equity awards covering Class V Common Stock, par value \$0.01 per share (“Class V Common Stock”), of the Company. The Company previously registered 275,000,000 shares of Class C Common Stock pursuant to the Initial Registration Statement.
- (3) Upon filing the Initial Registration Statement, the maximum aggregate offering price was calculated in accordance with Rule 457(c), Rule 457(f)(1) and Rule 457(f)(3) under the Securities Act. Solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, the proposed maximum aggregate offering price was calculated by multiplying (A) \$92.80, the average of the high and low sales prices per share of Class V Common Stock, as reported on the New York Stock Exchange on July 31, 2018, and (B) 201,244,054, the estimated maximum possible number of shares of Class V Common Stock that may be cancelled and exchanged in the merger, including the total number of shares of Class V Common Stock issuable under outstanding equity awards. The maximum number of shares of Class V Common Stock that may be cancelled and exchanged in the merger has not changed. Accordingly, the maximum aggregate offering price calculated in connection with the filing of the Initial Registration Statement has not changed.
- (4) Upon filing the Initial Registration Statement, the fee payable was calculated in accordance with Section 6(b) of the Securities Act at a rate equal to \$124.50 per \$1,000,000 of the proposed maximum aggregate offering amount of \$18,675,448,211. Because the maximum aggregate offering price did not change, no additional fee is due.

This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act.

EXPLANATORY NOTE

Pursuant to the registration statement on Form S-4, as amended (File No. 333-226618), declared effective on October 19, 2018 (the “Initial Registration Statement”), Dell Technologies Inc. (the “Company”) registered an aggregate of 275,000,000 shares of its Class C Common Stock, par value \$0.01 per share (“Class C Common Stock”). The Company is filing this registration statement on Form S-4 (the “462(b) Registration Statement”) with the Securities and Exchange Commission pursuant to General Instruction K of Form S-4 and Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering an additional 30,000,000 shares of Class C Common Stock for issuance to the holders of Class V Common Stock as part of the merger consideration pursuant to the Agreement and Plan of Merger, dated as of July 1, 2018, between the Company and Teton Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of the Company, as amended by Amendment No. 1 thereto, dated as of November 14, 2018. The Company has previously registered 275,000,000 shares of Class C Common Stock pursuant to the Initial Registration Statement.

INCORPORATION OF DOCUMENTS BY REFERENCE

This 462(b) Registration Statement incorporates by reference the contents of the Initial Registration Statement, including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this 462(b) Registration Statement are listed on the Exhibit Index attached to and filed with this 462(b) Registration Statement.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP regarding the validity of the securities being registered.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm of Dell Technologies Inc.</u>
23.2	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).</u>
24.1*	<u>Power of Attorney.</u>
99.1	<u>Consent of Evercore Group L.L.C.</u>
99.2	<u>Consent of Goldman Sachs & Co. LLC</u>

* Previously filed with the Registration Statement on Form S-4 (File No. 333-226618).

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Round Rock, State of Texas, on November 26, 2018.

DELL TECHNOLOGIES INC.

By: /s/ Michael S. Dell
Name: Michael S. Dell
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on November 26, 2018.

<u>Name</u>	<u>Title</u>
<u>/s/ Michael S. Dell</u> Name: Michael S. Dell	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Thomas W. Sweet</u> Name: Thomas W. Sweet	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Maya McReynolds</u> Name: Maya McReynolds	Senior Vice President, Corporate Finance and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Name: David W. Dorman	Director
<u>*</u> Name: Egon Durban	Director
<u>*</u> Name: William D. Green	Director
<u>*</u> Name: Ellen J. Kullman	Director
<u>*</u> Name: Simon Patterson	Director

* By: /s/ Janet Bawcom
Janet Bawcom
Attorney-in-Fact

Simpson Thacher & Bartlett LLP

425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954

TELEPHONE: +1-212-455-2000

FACSIMILE: +1-212-455-2502

November 26, 2018

Dell Technologies Inc.
One Dell Way
Round Rock, Texas 78682

Ladies and Gentlemen:

We have acted as counsel to Dell Technologies Inc., a Delaware corporation (the "Company"), in connection with (i) the Registration Statement on Form S-4 (File No. 333-226618) (the "Initial Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the issuance by the Company of up to 275,000,000 shares of common stock, par value \$0.01 per share, designated as Class C Common Stock (the "Class C Common Stock") and (ii) the related Registration Statement on Form S-4 (the "462(b) Registration Statement") and, together with the Initial Registration Statement, the "Registration Statements") filed by the Company with the Commission pursuant to Rule 462(b) (as prescribed by the Commission pursuant to the Act) relating to the issuance by the Company of up to an additional 30,000,000 shares (the "Additional Shares") of Class C Common Stock. The 462(b) Registration Statement incorporates by reference the Initial Registration Statement that was declared effective by the Commission on October 19, 2018. The Additional Shares will be issued in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of July 1, 2018, as

amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of November 14, 2018, between the Company and Teton Merger Sub Inc., a Delaware corporation and a direct wholly-owned subsidiary of the Company (the "Merger Agreement").

We have examined the Registration Statements and a form of the share certificate for the Class C Common Stock, the form of Fifth Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation") and the Merger Agreement, each of which has been filed with the Commission as an exhibit to the Registration Statements. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinion hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

In rendering the opinion set forth below, we have assumed that the Certificate of Incorporation in the form reviewed is approved by the stockholders of the Company and is duly filed with the Secretary of State of the State of Delaware prior to the issuance of any shares of Class C Common Stock.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, when the Additional Shares are issued in accordance with the terms and conditions set forth in the Merger Agreement, such Additional Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the use of our name under the caption "Legal Matters" in the Proxy Statement/Prospectus included in the Initial Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP
Simpson Thacher & Bartlett LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4MEF of our report dated March 29, 2018, except with respect to our opinion on the consolidated financial statements insofar as it relates to the effects of the change in composition of reportable segments as discussed in Note 22 and the effects of the change in the manner in which the Company accounts for revenue from contracts with customers and the manner in which it accounts for the classification of certain cash receipts and payments and the classification and presentation of restricted cash on the consolidated statement of cash flows as discussed in Note 2, as to which the date is August 6, 2018, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, from Amendment Number 3 to the Registration Statement on Form S-4 (No. 333-226618) of Dell Technologies Inc. into which such report is incorporated by reference and which appears in Dell Technologies Inc.'s Current Report on Form 8-K dated August 6, 2018. We also consent to the reference to us under the heading "Experts" in Amendment No. 3 to the Registration Statement on Form S-4 (No. 333-226618) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Austin, Texas
November 26, 2018

CONSENT OF EVERCORE GROUP, L.L.C.

November 26, 2018

The Special Committee of the Board of Directors of
Dell Technologies Inc.
One Dell Way
Round Rock, Texas 78682

Members of the Special Committee:

We have previously consented to the inclusion of our opinion letter, dated November 14, 2018, to the Special Committee of the Board of Directors of Dell Technologies Inc. (the “Company”) as Annex S-D to, and the references thereto under the captions “UPDATE TO SUMMARY—Class V Transaction Summary—Opinion of Evercore Group L.L.C.,” “UPDATE TO RISK FACTORS” and “UPDATE TO PROPOSAL 1—ADOPTION OF THE MERGER AGREEMENT—Opinion of Evercore Group L.L.C.” in, the supplement to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by the Company with the U.S. Securities and Exchange Commission and declared effective as of October 19, 2018, as it may be supplemented (the “Initial Registration Statement”), and relating to the transaction involving the Company’s Class V Common Stock. We hereby consent to the incorporation by reference of the foregoing into the Registration Statement on Form S-4MEF filed on the date hereof (the “462(b) Registration Statement”) for purposes of registering additional shares of the Company’s Class C Common Stock in connection with the transactions contemplated by the Initial Registration Statement. Notwithstanding the foregoing, it is understood that our consent is being delivered solely in connection with the filing of the 462(b) Registration Statement and that our opinion letter is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to in whole or in part in any registration statement (including any subsequent amendments to the 462(b) Registration Statement), proxy statement/prospectus or any other document, except in accordance with our prior written consent. By giving such consent, we do not thereby admit that we are experts with respect to any part of the 462(b) Registration Statement within the meaning of the term “expert” as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

EVERCORE GROUP L.L.C.

By: /s/ Courtney McBean

Courtney McBean
Managing Director

November 26, 2018

Board of Directors
Dell Technologies Inc.
One Dell Way
Round Rock, Texas 78682

Re: Registration Statement on Form S-4MEF of Dell Technologies Inc., to be filed with the Securities and Exchange Commission as of the date hereof (the "Registration Statement")

Ladies and Gentlemen:

Reference is made to our opinion letter, dated July 1, 2018 ("Opinion Letter"), as to the fairness from a financial point of view to Dell Technologies Inc. (the "Company") of the Aggregate Consideration (as defined in the Opinion Letter) to be paid by the Company as of the date thereof for all of the outstanding shares of Class V Common Stock, par value \$0.01 per share, each representing a portion of the Company's interest in certain shares of the common stock, par value \$0.01 per share, of VMware, Inc., pursuant to the Agreement and Plan of Merger, dated as of July 1, 2018 (the "Agreement"), by and between the Company and Teton Merger Sub Inc., a wholly owned subsidiary of the Company.

The Opinion Letter was provided for the information and assistance of the Board of Directors of the Company in connection with its consideration of the transaction contemplated by the Agreement. We understand that the Company has determined to include our opinion in the Proxy Statement/Prospectus that forms a part of the Registration Statement on Form S-4 (File No. 333-226618), filed by the Company and declared effective as of October 19, 2018 (the "Initial Registration Statement"). In that regard, we hereby consent to the reference to our Opinion Letter under the captions "*Questions and Answers Regarding the Class V Transaction and the Special Meeting—Questions and Answers Regarding the Class V Transaction*," "*Summary—Class V Transaction Summary—The Class V Transaction and the Merger Agreement—Opinion of Goldman Sachs & Co. LLC*," "*Risk Factors—Risks Relating to the Class V Transaction—The fairness opinions obtained by the Special Committee and our board of directors from their financial advisors will not reflect changes, circumstances, developments or events that may have occurred or may occur after the date of the opinions*," "*Proposal 1 – Adoption of the Merger Agreement—Background of the Class V Transaction*," "*Proposal 1 – Adoption of the Merger Agreement—Recommendation of the Board of Directors*," "*Proposal 1 – Adoption of the Merger Agreement—Opinion of Goldman Sachs & Co. LLC*," "*Proposal 1 – Adoption of the Merger Agreement—Certain Financial Projections*," and to the inclusion of the Opinion Letter as an Annex to the Proxy Statement/Prospectus that forms a part of the Initial Registration Statement, which is incorporated by reference into the Registration Statement. Notwithstanding the foregoing, it is understood that our consent is being delivered solely in connection with the filing of the Registration Statement and that our Opinion Letter is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to, in whole or in part in any registration statement (including any subsequent amendments to the Registration Statement), proxy statement or any other document, except in accordance with our prior written consent. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ GOLDMAN SACHS & CO. LLC

(GOLDMAN SACHS & CO. LLC)