

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MSD Partners, L.P.</u> (Last) (First) (Middle) <u>645 FIFTH AVENUE, 21ST FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dell Technologies Inc [DELL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	06/28/2019		j ⁽¹⁾		33,449,504 ⁽¹⁾⁽²⁾	D	\$0 ⁽¹⁾	0	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)		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)					

1. Name and Address of Reporting Person*
MSD Partners, L.P.
 (Last) (First) (Middle)
645 FIFTH AVENUE, 21ST FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MSDC Denali Investors, L.P.
 (Last) (First) (Middle)
645 FIFTH AVENUE, 21ST FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MSDC Denali EIV, LLC
 (Last) (First) (Middle)
645 FIFTH AVENUE, 21ST FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

(City) (State) (Zip)

Explanation of Responses:

1. This statement is jointly filed by and on behalf of each of MSD Partners, L.P. ("MSD Partners"), MSDC Denali Investors, L.P. ("MSDC Denali Investors") and MSDC Denali EIV, LLC ("MSDC Denali EIV"). On June 27, 2019, the post-listing lockup period ended for certain stockholders of Dell Technologies Inc. (the "Issuer"). In connection with the ending of such lock-up period, on June 28, 2019, 31,856,436 shares of Class C Common Stock held of record by MSDC Denali Investors and 1,593,068 shares of Class C Common Stock held of record by MSDC Denali EIV were distributed or allocated to such holders' partners or members, as the case may be, in accordance with their economic interests. Such partners or members will now have investment discretion over those shares going forward. The pro rata distribution or allocation to these partners or members, as the case may be, did not involve any sale or disposition of shares of common stock of the Issuer by Michael Dell, who still retains

2. [Continuation] his full interest in the Issuer. MSD Partners is the investment manager of, and may be deemed to beneficially own securities owned by, MSDC Denali Investors and MSDC Denali EIV. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities owned by, MSD Partners. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD GP and may be deemed to have or share voting and/or dispositive power over the securities beneficially owned by MSD GP. Each of Messrs. Fuhrman, Phelan and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein.

Remarks:

MSD Partners, L.P. By: MSDC Denali (GP), LLC, its General Partner By: /s/ Marc R. Lisker 07/02/2019
Name: Marc R. Lisker Title: Manager

MSDC Denali Investors, L.P. By: MSDC Denali (GP), LLC, its General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager

MSDC Denali EIV, LLC By: MSDC Denali (GP), LLC, its Managing Member By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager

** Signature of Reporting Person Date

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.