

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>Dell Technologies Inc</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>ONE DELL WAY</u></p> <hr/> <p>(Street)</p> <p><u>ROUND ROCK TX 78682</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Pivotal Software, Inc. [ PVTL ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>12/30/2019</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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 A Common Stock	12/30/2019		J <sup>(1)(2)</sup>		107,661,462	A	\$15 <sup>(1)(2)</sup>	0 <sup>(1)(2)</sup>	I	See footnotes <sup>(3)(4)</sup>

**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				
Class B Common Stock	(5)	12/30/2019		J <sup>(1)(2)</sup>		131,306,110 <sup>(6)</sup>		(5)	(5)	Class A Common Stock	131,306,110	(1)(2)(6)	0	I	See footnote <sup>(3)(4)(6)</sup>

1. Name and Address of Reporting Person\*

Dell Technologies Inc

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(Last) (First) (Middle)

ONE DELL WAY

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(Street)

ROUND ROCK TX 78682

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

EMC CORP

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(Last) (First) (Middle)

ONE DELL WAY

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(Street)

ROUND ROCK TX 78682

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(City) (State) (Zip)

**Explanation of Responses:**

- On December 30, 2019, Pivotal Software, Inc. ("Pivotal") and VMware, Inc. ("VMware") completed the transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement") by and among Pivotal, VMware and Raven Transaction Sub, a wholly-owned subsidiary of VMware ("Merger Sub"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Pivotal (the "Merger"), with Pivotal surviving the Merger as a wholly-owned subsidiary of VMware and Merger Sub ceasing to exist following the Merger.
- Pursuant to the Merger Agreement, each outstanding share of Class A common stock of Pivotal (other than shares held by any of Pivotal's stockholders who have properly exercised and perfected their appraisal rights under Section 262 of the Delaware General Corporation Law and shares held in the treasury of Pivotal or owned, directly or indirectly, by Dell Technologies Inc., EMC Equity Assets LLC, VMW Holdco LLC, VMware or Merger Sub immediately prior to December 30, 2019) was canceled and ceased to exist and was automatically converted into the right to receive \$15.00 in cash and each share of Class B common stock of Pivotal (other than shares of Class B common stock held by VMware or Merger Sub) was canceled and converted into the right to receive 0.0550 shares of Class B common stock of VMware. As a result, VMware may have been deemed to have acquired all remaining shares of Class A common stock and Class B common stock of Pivotal not previously beneficially owned by it.
- EMC Corporation ("EMC") is indirectly wholly owned by Dell Technologies Inc. through its directly and indirectly held wholly owned subsidiaries, consisting of Dell Intermediate Inc. and Dell Inc. EMC, through direct ownership and through the ownership of its directly held wholly-owned subsidiaries, consisting of EMC Equity Assets LLC and VMware Holdco LLC, is the beneficial owner of VMware common stock representing a majority of the total voting power represented by all outstanding classes of voting securities of VMware and, as a result of the foregoing, EMC may be deemed to be the beneficial owner, for purposes of Rule 16a-1(a)(1), of all of the securities beneficially owned by VMware. [Footnote Cont'd]
- [Continuation] As a result of the foregoing, Dell Technologies Inc., Denali Intermediate Inc. and Dell Inc. may be deemed to be the beneficial owners, for purposes of Rule 16a-1(a)(1), of all securities beneficially owned by EMC, including all securities beneficially owned by VMware. The reporting persons disclaim beneficial ownership, for purposes of Rule 16a-1(a)(2), of the securities beneficially owned by EMC, including securities beneficially owned by VMware, except to the extent of their pecuniary interest therein.
- Prior to the closing of the transactions under the Merger Agreement, each share of Class B common stock of Pivotal was convertible into one share of Class A common stock of Pivotal at any time, at the holder's option, except under limited circumstances specified in the certificate of incorporation of Pivotal Software, Inc., and had no expiration date.
- On December 30, 2019, in connection with the closing of the transactions under the Merger Agreement, the 131,306,110 shares of Class B common stock of Pivotal previously held by EMC Equity Assets LLC were canceled and EMC Equity Assets LLC received 7,221,836 shares of Class B common stock of VMware. The 44,208,162 shares of Class B common stock of Pivotal previously held by VMware were canceled for no consideration and ceased to exist.

**Remarks:**

Dell Technologies Inc. By: /s/  
Robert Potts, Senior Vice  
President & Assistant Secretary      01/02/2020  
EMC Corporation By: /s/ Robert  
Potts, Senior Vice President &  
Assistant Secretary      01/02/2020  
\*\* 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.

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