

VMWARE, INC.  
Form 8-K  
January 17, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 01/11/2012

VMware, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-33622

|                                                   |                                      |
|---------------------------------------------------|--------------------------------------|
| Delaware                                          | 94-3292913                           |
| (State or other jurisdiction of<br>incorporation) | (IRS Employer<br>Identification No.) |

3401 Hillview Avenue, Palo Alto, CA 94304  
(Address of principal executive offices, including zip code)

(650) 427-5000  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

On January 11, 2012, the sole Class B common stockholder of VMware, Inc. ("VMware"), EMC Corporation, authorized the aggregate size of VMware's 2012 equity grants through March 2012 in accordance with VMware's Amended and Restated Certificate of Incorporation, in an action by written consent pursuant to Section 228 of the Delaware General Corporation Law. VMware's 2012 equity grants will be issued from the VMware 2007 Equity and Incentive Plan share reserve previously approved by VMware's stockholders.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VMware, Inc.

Date: January 17, 2012

By: /s/ S. Dawn Smith  
S. Dawn Smith  
Senior Vice President, General Counsel, Chief  
Compliance Officer and Secretary