
**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): January 15, 2021

VMWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33622
(Commission
File Number)

94-3292913
(IRS Employer
Identification Number)

3401 Hillview Avenue
(Address of Principal Executive Offices)

Palo Alto

CA

94304
(Zip code)

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

N/A

(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock	VMW	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director

On January 15, 2021, the Board of Directors (the “**Board**”) of VMware, Inc. (“**VMware**”) elected Kenneth Denman as a Class II, Group II member of the Board. In connection with his election to the Board, Mr. Denman was appointed to serve as a member of VMware’s Related Persons Transactions Committee and its Mergers and Acquisitions Committee.

A copy of the press release announcing Mr. Denman’s election to the Board is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1 Press Release of VMware, Inc. January 19, 2021](#)

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.

Date: January 19, 2021

VMware, Inc.

By: /s/ Craig Norris

Craig Norris

Vice President, Deputy General Counsel and Assistant Secretary

Ken Denman, Technology Executive, Joins VMware Board of Directors

PALO ALTO, Calif., Jan. 19, 2020 – VMware, Inc. (NYSE: VMW), a leading innovator in enterprise software, today announced that Ken Denman has been elected to the VMware board of directors.

Denman brings extensive expertise to VMware’s board of directors and is widely recognized as a pioneer and leader in technology, having served as a seasoned entrepreneur, venture capitalist, chief executive and as a board member of prominent companies including Costco Wholesale Corp., LendingClub Inc. and Motorola Solutions, Inc.

“We are extremely pleased that Ken is joining the VMware board of directors,” said Paul Sagan, Lead Director and Chair of the Compensation and Corporate Governance Committee. “Ken is an experienced technologist and corporate director with deep roots in software, mobile and AI technologies. We are looking forward to his contributions and having him partner with us and the executive team as we work together to take advantage of the strategic opportunities ahead.”

“I am thrilled with the appointment to the VMware board,” commented Ken Denman. “VMware is a proven market leader that is continuing to evolve and is committed to helping its customers transform in these unprecedented times. I am pleased to join the team and contribute.”

Denman brings two decades of technology leadership experience to VMware. Currently a Venture Partner at Sway Ventures, he was previously Co-Founder, President, and Chief Executive Officer of Emotient, Inc., a developer of software technology to analyze facial expressions, until the company was acquired by Apple in 2016. He was the Chief Executive Officer of Openwave Systems, Inc., subsequent to his role as the Chairman and Chief Executive Officer of iPass, Inc., for which he led a successful IPO.

Mr. Denman currently serves on the Board of Directors of Costco Wholesale, Inc., LendingClub, Inc and Motorola Solutions, Inc., where he is the lead Independent Director and Chair of the Nominating and Governance Committee. He is also a Visiting Professor at the University of Washington's Foster School of Business and serves on the Boards of the Foster School and the University of Washington Foundation. He is also a member of the Board of Trustees of Seattle Children’s Hospital.

About VMware

VMware software powers the world’s complex digital infrastructure. The company’s cloud, app modernization, networking, security, and digital workspace offerings help customers deliver any application on any cloud across any device. Headquartered in Palo Alto, California, VMware is committed to being a force for good, from its breakthrough technology innovations to its global impact. For more information, please visit <https://www.vmware.com/company.html>

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