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**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 12, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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.

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

(b) Resignation of Principal Officer

On January 12, 2021, Pat Gelsinger resigned from his position as Chief Executive Officer of VMware, Inc. (“**VMware**”), in order to accept a position with another company. Mr. Gelsinger’s resignation is effective February 12, 2021. Mr. Gelsinger will continue to serve as a member of VMware’s Board of Directors (the “**Board**”) following his departure as CEO.

(c) Appointment of New Principal Officer

On January 12, 2021, the VMware Board elected Zane Rowe, the Company’s Executive Vice President and Chief Financial Officer, as interim CEO effective upon Mr. Gelsinger’s departure, to serve until VMware’s search for a permanent CEO is completed. Mr. Rowe will also continue to serve as VMware’s CFO.

Mr. Rowe has served as VMware’s Chief Financial Officer and Executive Vice President since March 2016. Prior to joining VMware, he was Executive Vice President and Chief Financial Officer of EMC Corporation, a provider of computer hardware and software infrastructure and VMware’s parent company prior to its acquisition by Dell Technologies, Inc., from October 2014 until February 2016. Prior to joining EMC, Mr. Rowe was Vice President of North American Sales of Apple Inc., a technology company that designs, develops, and sells consumer electronics, computer software, online services, and personal computers, from May 2012 until May 2014. He was Executive Vice President and Chief Financial Officer of United Continental Holdings, Inc., an airline holdings company, from October 2010 until April 2012 and was Executive Vice President and Chief Financial Officer of Continental Airlines from August 2008 to September 2010. Mr. Rowe joined Continental Airlines in 1993. Mr. Rowe currently serves on the board of Sabre Corporation.

A copy of the press release announcing VMware’s CEO transition 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 13, 2021](#)

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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.

Date: January 13, 2021

VMware, Inc.

By: /s/ Craig Norris

Craig Norris

Vice President, Deputy General Counsel and Assistant Secretary

## **VMware Board of Directors Initiates Search for Chief Executive Officer**

### **Pat Gelsinger to Depart to Become CEO of Intel; Zane Rowe to Serve as Interim CEO**

PALO ALTO, Calif.—Jan. 13, 2021 -- VMware, Inc. (NYSE: VMW), a leading innovator in enterprise software, today announced that its Board of Directors has initiated a search for a new chief executive officer (CEO) following a decision by Pat Gelsinger to step down from the position, effective February 12, 2021, to lead Intel as its new CEO. Gelsinger previously spent 30 years at Intel serving in various leadership roles, including chief technology officer. Zane Rowe, VMware's chief financial officer, has been appointed Interim CEO. Gelsinger will continue to serve on the VMware Board of Directors.

"I speak for the VMware Board of Directors, executive management and employees in expressing our gratitude to Pat for his leadership at VMware, and we are thrilled to keep him on as a member of the Board," commented Michael Dell, VMware Chairman of the Board. "As CEO for the past eight years, Pat led the company's tremendous growth and expansion and built a solid foundation for future innovation. Zane has been a key strategic partner to Pat during this time of growth. His deep knowledge of the company and strong relationships will lead the team well through the transition period."

"It has been the honor of my lifetime to serve as the CEO of VMware. We have transformed the global technology landscape for the better, and I am confident that the company will continue to excel as they enable customers with the digital foundation for an unpredictable world," said Pat Gelsinger, VMware CEO. "My sincere and heartfelt thanks to Team VMware, our customers, and our partners for some of the most rewarding years of my career."

"Pat led the company in expanding our core virtualization footprint and broadening our capabilities to cloud, networking, 5G/edge and security, while almost tripling revenue to nearly \$12 billion," said Zane Rowe, VMware CFO and Interim CEO. "VMware remains focused on helping customers optimize their digital infrastructure – from app modernization and multi-cloud to networking, security and digital workspaces. We look forward to continued growth and innovation across our technology offerings."

VMware's Board of Directors is initiating a global executive search process to name a permanent CEO, led by Paul Sagan, Lead Independent VMware Board Member and Chair of the Compensation and Corporate Governance Committee. "VMware's business is in good hands with a proven, experienced management team, and the company's strategic priorities are aligned with what enterprise customers require in these unprecedented times," commented Sagan.

#### **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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