

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MSD Partners, L.P.</u> (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/26/2018	3. Issuer Name and Ticker or Trading Symbol <u>Dell Technologies Inc [DELL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Common Stock	(1)	(1)	Class C Common Stock	33,449,504 ⁽²⁾⁽³⁾	(1)	D ⁽²⁾⁽³⁾	

1. Name and Address of Reporting Person* <u>MSD Partners, L.P.</u> (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>MSDC Denali Investors, L.P.</u> (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>MSDC Denali EIV, LLC</u> (Last) (First) (Middle) 645 FIFTH AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)		
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Explanation of Responses:

- Each share of Class A Common Stock beneficially owned by the reporting persons is convertible into one share of Class C Common Stock at any time at the holder's election.
- 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, LLC").

EIV"). The shares shown as beneficially owned consist of 31,856,436 shares of Class A Common Stock owned of record by MSDC Denali Investors and 1,593,068 shares of Class A Common Stock owned of record by MSDC Denali EIV. [Cont'd]

3. [Continuation] 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: MSD Partners (GP), LLC, its General Partner By: /s/ Marc R. Lisker 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 5 (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.