FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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gton, D.C. 20549	OMB APPROVA

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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1/h)

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>SLTA V (GP), L.L.C.</u>		2. Issuer Name and Dell Technolo	gies II	<u>nc.</u> [DELL]	(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner							
(Last) (First) (Midd		3. Date of Earliest To 03/18/2024	ransactio	n (Mo	nth/Day/Year	·)		Officer (give title Other (specify below) below)						
C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100		4. If Amendment, Da	ate of Ori	ginal F	Filed (Month/I	Line	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Benedice							
(Street) MENLO PARK CA 9402	5	Rule 10b5-1	(a) Tr	2000	action In		X Form filed by More than One Reporting Person							
(City) (State) (Zip)		Check this box to	indicate tl	hat a tr	ransaction was	made pu	irsuant to a cont	ract, instruction or writt	en plan that is inte	ended to				
Table I	- Non-Derivat	satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. ative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transac Code (Ir 8)	tion	4. Securities	Acquire		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)				
Class C Common Stock	03/18/2024		M ⁽¹⁾⁽²⁾		9,705	A	(1)(2)	9,705	I	Held through SL SPV-2, L.P.				
Class C Common Stock	03/18/2024		M ⁽¹⁾⁽²⁾		9,963	A	(1)(2)	9,963	I	Held through Silver Lake Partners IV, L.P. ⁽⁴⁾⁽¹³⁾				
Class C Common Stock	03/18/2024		M ⁽¹⁾⁽²⁾		5,393	A	(1)(2)	5,393	I	Held through Silver Lake Partners V DE (AIV), L.P. ⁽⁵⁾⁽¹³⁾				
Class C Common Stock	03/18/2024		M ⁽²⁾		147	A	(2)	147	I	Held through Silver Lake Technology Investors IV, L.P. ⁽⁶⁾				
Class C Common Stock	03/18/2024		M ⁽²⁾		66	A	(2)	66	I	Held through Silver Lake Technology Investors V, L.P. ⁽⁷⁾⁽¹³⁾				
Class C Common Stock	03/18/2024		S		7,457	D	\$106.95(16)	2,248	I	Held through SL SPV-2, L.P.				
Class C Common Stock	03/18/2024		S		7,698	D	\$106.95(16)	2,265	I	Held through Silver Lake Partners IV, L.P. ⁽⁴⁾⁽¹³⁾				
Class C Common Stock	03/18/2024		S		4,007	D	\$106.95(16)	1,386	I	Held through Silver Lake Partners V DE (AIV), L.P. ⁽⁵⁾⁽¹³⁾				

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (li 8)		4. Securitie Disposed C	s Acquire of (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class C Common Stock	03/18/2024		S		147	D	\$106.95(16)	0	I	Held through Silver Lake Technology Investors IV, L.P. ⁽⁶⁾
Class C Common Stock	03/18/2024		S		66	D	\$106.95(16)	0	I	Held through Silver Lake Technology Investors V, L.P. ⁽⁷⁾⁽¹³⁾
Class C Common Stock								54,922	I	Held through SLTA SPV- 2, L.P. ⁽⁸⁾⁽¹³⁾
Class C Common Stock								32,443	I	Held through Silver Lake Technology Associates V, L.P. ⁽⁹⁾⁽¹³⁾
Class C Common Stock								1,464	I	Held through Silver Lake Technology Associates IV, L.P. ⁽¹⁰⁾
Class C Common Stock								238,065	I	Held through Silver Lake Group, L.L.C. ⁽¹¹⁾⁽¹³⁾
Class C Common Stock								1,584	I	See footnote ⁽¹²⁾
Class C Common Stock								435,849	D ⁽¹⁴⁾	
Class C Common Stock								12,376	I	See footnote ⁽¹⁵⁾

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. Transact Code (In 8)		of		6. Date Exerc Expiration Da (Month/Day/\)	ate Amount o Year) Securities Underlying Derivative		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	(2)	03/18/2024		M ⁽¹⁾⁽²⁾			9,705	(2)	(2)	Class C Common Stock	9,705	\$0.00	30,839,900	I	Held through SL SPV-2, L.P. (3)(13)
Class B Common Stock	(2)	03/18/2024		M ⁽¹⁾⁽²⁾			9,963	(2)	(2)	Class C Common Stock	9,963	\$0.00	31,658,705	I	Held through Silver Lake Partners IV, L.P. ⁽⁴⁾⁽¹³⁾
Class B Common Stock	(2)	03/18/2024		M ⁽¹⁾⁽²⁾			5,393	(2)	(2)	Class C Common Stock	5,393	\$0.00	17,136,815	I	Held through Silver Lake Partners V DE (AIV), L.P. ⁽⁵⁾⁽¹³⁾

			Table II - Deriv	ative S	Secu	ritie	s Aca	uired Dis	nosed of	or Bene	eficially	Owned			
								, options,				Ownea			
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. Transac Code (II 8)				of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			d f 5 g Security nd 4)	8. Price of Derivative Security (Instr. 5)	ve derivative / Securities	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	(2)	03/18/2024		M ⁽²⁾			147	(2)	(2)	Class C Common Stock	147	\$0.00	465,805	I	Held through Silver Lake Technology Investors IV, L.P. ⁽⁶⁾ (13)
Class B Common Stock	(2)	03/18/2024		M ⁽²⁾			66	(2)	(2)	Class C Common Stock	66	\$0.00	210,052	I	Held through Silver Lake Technology Investors V, L.P. ⁽⁷⁾⁽¹³⁾
	nd Address of V (GP), L	Reporting Person*													
(Last)		(First)	(Middle)												
	VER LAKE		00												
2115 SA	ND HILL I	ROAD, SUITE 1	.00		_										
(Street) MENLO	PARK	CA													
(City)		(State)	(Zip)												
		Reporting Person*													
	VER LAKE	(First) ROAD, SUITE 1	(Middle)												

Explanation of Responses:

C/O SILVER LAKE

MENLO PARK

C/O SILVER LAKE

(City)

(Last)

(Street)
MENLO PARK

(City)

(Last)

(Street)
MENLO PARK

(City)

CA

(State)

Silver Lake Partners V DE (AIV), L.P.

(First)

CA

(State)

Silver Lake Technology Investors V, L.P.

(First)

 $\mathsf{C}\mathsf{A}$

(State)

2775 SAND HILL ROAD, SUITE 100

2775 SAND HILL ROAD, SUITE 100

1. Name and Address of Reporting $\mathsf{Person}^{^\star}$

1. Name and Address of Reporting $\mathsf{Person}^{^\star}$

94025

(Zip)

(Middle)

94025

(Zip)

(Middle)

94025

(Zip)

or automatically upon certain transfers, and has no expiration date. On March 18, 2024, certain of the Reporting Persons converted shares of Class B Common Stock into an equal number of shares of Class C Common Stock in connection with the sales described in footnote (1) above.

- 3. These securities are directly held by SPV-2. The general partner of SPV-2 is SLTA SPV-2, L.P. ("SLTA SPV") and the general partner of SLTA SPV is SLTA SPV-2 (GP), L.L.C. ("SLTA SPV GP").
- 4. These securities are directly held by SLP IV. The general partner of SLP IV is Silver Lake Technology Associates IV, L.P. ("SLTA IV") and the general partner of SLTA IV is SLTA IV (GP), L.L.C. ("SLTA IV GP").
- 5. These securities are directly held by SLP V. The general partner of SLP V is Silver Lake Technology Associates V, L.P. ("SLTA V") and the general partner of SLTA V is SLTA V (GP), L.L.C. ("SLTA V GP").
- 6. These securities are directly held by Silver Lake Technology Investors IV, L.P. The general partner of Silver Lake Technology Investors IV, L.P. is SLTA IV and the general partner of SLTA IV is SLTA IV GP.
- 7. These securities are directly held by Silver Lake Technology Investors V, L.P. The general partner of Silver Lake Technology Investors V, L.P. is SLTA V and the general partner of SLTA V is SLTA V GP.
- 8. Reflects shares held by SLTA SPV.
- 9. Reflects shares held by SLTA V.
- 10. Reflects shares held by SLTA IV.
- 11. Reflects shares held by Silver Lake Group, L.L.C. ("SLG").
- 12. These shares of Common Stock are held by entities in which Mr. Egon Durban may be deemed to have an indirect pecuniary interest.
- 13. SLG is the managing member of SLTA SPV GP, SLTA IV GP and SLTA V GP. Egon Durban, who serves as a director of the Issuer, also serves as a Co-CEO and Managing Member of SLG. Each of the reporting persons may be deemed a director by deputization of the Issuer.
- 14. Represents shares of Class C Common Stock held by Mr. Egon Durban.
- 15. Represents shares of Class C Common Stock beneficially owned indirectly by Mr. Durban through a trust for the benefit of certain family members.
- 16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.90 to \$107.0865, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Exchange Act or otherwise, and each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any. Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4.

By: /s/ Andrew J. Schader, Managing Director and General Counsel of Silver Lake Group, 03/20/2024 L.L.C., managing member of SLTA V (GP), L.L.C. By: /s/ Andrew J. Schader, Managing Director and General Counsel of Silver Lake Group, L.L.C., managing member of 03/20/2024 SLTA V (GP), L.L.C., general partner of Silver Lake Technology Associates V, L.P. By: /s/ Andrew J. Schader, Managing Director and General Counsel of Silver Lake Group, L.L.C., managing member of SLTA V (GP), L.L.C., general 03/20/2024 partner of Silver Lake Technology Associates V, L.P., general partner of Silver Lake Partners V DE (AIV), LP By: /s/ Andrew J. Schader, Managing Director and General Counsel of Silver Lake Group, L.L.C., managing member of SLTA V (GP), L.L.C., gen. 03/20/2024 partner of Silver Lake Technology Associates V, L.P., gen. partner of Silver Lake Technology Investors V, L.P.

** 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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