SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
   CLARKE JEFFREY W
   ONE DELL WAY
   ROUND ROCK, TX 78682

2. Issuer Name and Ticker or Trading Symbol
   Dell Technologies Inc. [ DELL ]

3. Date of Earliest Transaction (Month/Day/Year)
   11/13/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Officer (give title below)
   COO & Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

7. Nature of Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 and 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class C Common Stock</td>
<td>11/13/2020</td>
<td></td>
<td>M</td>
<td>100,000 A $13.75 484,445 D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>11/13/2020</td>
<td></td>
<td>S</td>
<td>86,242 D $65.47 398,203 D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>11/13/2020</td>
<td></td>
<td>S</td>
<td>13,758 D $66.08 384,445 D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>11/16/2020</td>
<td></td>
<td>M</td>
<td>100,000 A $13.75 484,445 D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>11/16/2020</td>
<td></td>
<td>S</td>
<td>23,189 D $66.41 461,256 D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>11/16/2020</td>
<td></td>
<td>S</td>
<td>76,811 D $67.16 384,445 D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Options to Acquire Class C Common Stock</td>
<td>$13.75</td>
<td>11/13/2020</td>
<td></td>
<td>M</td>
<td>(A) 100,000 (D) 0 11/25/2023 Class C Common Stock 100,000 $0 1,644,073(7) D</td>
<td></td>
<td></td>
<td></td>
<td>OMB Number: 3235-0287 Estimated average burden hours per response: 0.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Options to Acquire Class C Common Stock</td>
<td>$13.75</td>
<td>11/16/2020</td>
<td></td>
<td>M</td>
<td>(A) 100,000 (D) 0 11/25/2023 Class C Common Stock 100,000 $0 1,544,073(8) D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
2. The price reported in Column 4 represents a weighted average sales price of $66.466. These shares were sold in multiple transactions at prices ranging from $65.00 to $66.99, inclusive. The reporting person undertakes to provide to Dell Technologies Inc., any security holder of Dell Technologies Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes 2, 3, 4 and 5.
3. The price reported in Column 4 represents a weighted average sales price of $66.882. These shares were sold in multiple transactions at prices ranging from $66.00 to $66.16, inclusive.
4. The price reported in Column 4 represents a weighted average sales price of $66.60. These shares were sold in multiple transactions at prices ranging from $65.68 to $66.77, inclusive.
5. The price reported in Column 4 represents a weighted average sales price of $67.157. These shares were sold in multiple transactions at prices ranging from $66.98 to $67.47, inclusive.
6. The options are fully vested.

Remarks:

/form Robert Potts, Attorney-in-Fact 11/17/2020

** 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).
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.